MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 17

CAPTAIN AMERICA Nos. 281-289
ANNUAL No. 7 & THE FALCON Nos. 1-4
J.M. DEMATTEIS, MIKE ZECK,
CHRISTOPHER PRIEST & MARK BRIGHT

MARVEL MASTERWORKS

PRESENTS

CAPTAIN AMERICA

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COLLECTING

CAPTAIN AMERICA Nos. 281-289

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INTRODUCTION
BY J.M. DEMATTEIS

As I write this introduction, it's June 2024. Yesterday, June 18th, would have been Mark Gruenwald's 71st birthday. Mark, who died in 1996 when he was a shockingly young 43, was one of the most important creators—no, not just a creator, a *creative force*—in Marvel's modern history. As I said in my introduction to our previous *Masterworks*, Mark loved comics with an almost transcendent passion, an unbounded enthusiasm—and that enthusiasm infused everything he did. As an editor, he shepherded some of Marvel's greatest characters through memorable runs, and was the prime architect behind the mammoth *Official Handbook of the Marvel Universe*. As a writer, he co-authored the very first Marvel limited series, *Contest of Champions*, wrote one of the earliest, and finest, super hero deconstructions, *Squadron Supreme*, and had a classic ten-year run on the very book we're here to discuss, *Captain America.* More important than all of that: Mark was a truly good person.

Back in the 1980s and '90s, a trip to the Marvel offices from my home in upstate New York usually meant I'd be spending the entire day there—not just discussing work with my editors, but catching up on our lives, discussing (to purloin a phrase) life, the universe and everything with an extraordinary editorial staff that included Danny Fingeroth, Tom DeFalco, Bob Budiansky, Carl Potts and Ann Nocenti. Mark's office was always one of my first stops. Gruenwald was smart, charming, funny, genuine—and I always looked forward to our talks. When he took over as editor of *Captain America* from the erudite and amiable Jim Salicrup, there was no "getting to know you" phase, no circling each other warily, wondering if this partnership would work. No, we hit the ground running: our relationship was already built on a foundation of mutual respect, both creative and personal.

Mark's knowledge of the Marvel Universe ran deep—far deeper than mine, and I was a fairly obsessive fan—and one of the things I enjoyed about working with him was the challenges he'd throw my way. Knowing my penchant for digging into the bad guy's heads, he'd pick a villain—the Viper, the Porcupine, the Scarecrow—and ask for a new and deeper take. If I wasn't familiar with the character, he'd fill me in on their backstory. We'd then bounce around ideas—in some ways, the best part of the job—after which I'd go off and write the story. Mark wasn't the kind of editor who'd sit over your shoulder, questioning every creative choice, every line of dialogue, every twist and turn. I had *freedom* when I was writing these stories. Freedom to take *Captain America* in any direction I chose, following my own unique creative road. And if, on occasion, that road was leading toward a cliff-edge—all writers screw up occasionally, that's why God made editors—Mark was always there to gently pull me back.

One of my favorite memories of Mark involves the three-part Deathlok epic included in this volume. I'd read some of the early Deathlok comics, but wasn't intimately familiar with the complex mythology built by creators Rich Buckler and Doug Moench and continued by other writers. Mark, of course, was—and, knowing that 1983 (the year we were crafting these stories) was also the year the Nth Commandos initiated the Purge that created Deathlok's future (see? I told you it was complex), he suggested we do a story building on that, teaming Cap and Deathlok to prevent that dystopian future from happening. (And also explain why the Marvel Universe of 1983 *wasn't* an apocalyptic hellhole.)

When I expressed some hesitation—all this backstory seemed a little *too* complex for my tastes—Mark went above and beyond: creating a document, and a detailed timeline, that clearly explained the entire history of Deathlok and his world and where it could go from there. (I thought this extraordinary effort alone should have earned Mark a co-plotter credit, but every time I brought it

up, he refused.) Problem was, I still couldn't wrap my head around what the story would be about. Yes, we wanted Cap and Deathlok to stop the Nth Command, but I always wrote from the inside out. I wanted to know what the inner journey of the characters, Deathlok in particular, was going to be. (I had a handle on Steve Rogers and his psyche; by this time I knew Steve as well as I knew my best friends.) If I couldn't unlock that door, I wasn't going to do the story. In fact, after wrestling with the material for a while, I called Mark and told him I couldn't crack it. He didn't try to push me, didn't try (as another editor might have) to dictate a path for me to follow. He simply said, "Okay, then we won't do it."

And, as often happens, as soon as I let go of the idea, the solution came: Deathlok's journey was about *personal identity.* About a man literally searching for, and finding, himself: reuniting the fragments of his shattered psyche. Once I tumbled to that, once I understood Luther Manning, the entire three-part saga came together. And Mark, as always, allowed me to tell the story in my own way. I'm sure, given the chance, he would have done it differently—but he respected my voice and vision, stepped back and let me follow my muse. The result was—for me, anyway—the peak of my collaboration with Mike Zeck. And it wouldn't have happened without Gruenwald. Thanks, Mark, for everything. Wherever in the omniverse you are, know that you're still appreciated. And sorely missed.

Now on to Mr. Zeck: If you look through these *Masterworks* volumes that collect the DeMatteis-Zeck issues, I think you can see the growth, the evolution, of our creative partnership. A little tentative in the beginning, perhaps, but growing in confidence, in chemistry, with each succeeding issue. The best writer-artist collaborations result in a kind of mind-meld. You begin to intuitively understand each other, to flow with each other in service to the story, and, by the time we were creating the tales collected here, Mike and I had achieved that. Looking back, I'm struck once again by Zeck's ability to convey action and emotion with simplicity and power, and to tell a visual story with what *appears* to be effortless fluidity—but is actually hard-won mastery of the comics form. When I was scripting from Mike Zeck art (and all these stories were done in the so-called Marvel style: I'd write a detailed plot, Mike would pencil from that, after which I'd supply the finished script), I never had to overexplain anything, adding clunky exposition to make up for lack of clarity in the art. With Zeck, the action and primary emotions were *crystal* clear, and I was free to dive deeper into the characters, to add more layers, more texture, to the stories.

John Beatty—one of the finest inkers in the business—was the icing on the artistic cake. I don't know if the average reader understands the power an inker has: the wrong one can drag even the greatest artist down, while the right one can lift the pencil art up to another level. (Understand: It's not generally a question of good or bad inking, it's about *mismatched styles*. Inker A may do wonders when working with Penciler B, but put them together with Penciler C and it's a disaster. And, yes, it's the same with writers and artists.) Mike and John were a stellar team and they'd built on *their* chemistry month after month, fusing into an almost singular entity. Beatty brought a heroic shine to Mike's pencils that was absolutely perfect for Cap: the most genuinely heroic of Marvel characters.

Zeck and Beatty had to take some time off along the way and we were fortunate enough to have one of the all-time Marvel greats, Sal Buscema, step in for two issues. I was a huge fan of the Cap stories Sal did with Steve Englehart, for my money one of the greatest *Captain America* runs ever, and I was delighted to work with him—laying the groundwork, however unconsciously, for our future collaboration on *The Spectacular Spider-Man.* (But that's another introduction for another time.) Sal only provided breakdowns—the gorgeous finishes were provided by Kim DeMulder—but he's such a pro that all the visual information I needed was there on the page. Take a look at the sequence from issue #284 page 17 where Cap sprints across the top three panels, then leaps, swinging up to the

rooftop—or the sequence from the top of issue #285 page 17, where Sal communicates the danger and desperation of Cap's fall by focusing on his boots and hands—and behold a master storyteller at work.

(Along with the Buscema issues, this collection also includes a terrific Falcon miniseries by Christopher Priest [then known as Jim Owsley], Mark Bright and Paul Smith, and an equally terrific, and wildly cosmic, Cap Annual by Peter Gillis and Brian Postman.)

During this period, we were joined by another vital part of our Cap crew: assistant editor Mike Carlin. The Great Carlini—who would go on to a long and celebrated career at both Marvel and DC—impressed me from the start. He wasn't just there to fetch Gruenwald's coffee or erase errant pencil lines on the art. No, Mike was full of ideas and enthusiasm, and it was clear from the start that he would evolve into a skilled editor. It also helped that Mike was, and remains, one of the nicest guys in the business. He's also the only editor to put my face (along with Zeck, Beatty and Carlin himself) on the cover of a comic book, as part of the infamous "Assistant Editors' Month" event. The "Bernie America" backup story in *Captain America* #289 was great fun to write—and perhaps a rehearsal for the sublime silliness of my *Justice League International* run with Keith Giffen—and I remain inordinately fond of the Mo-Skull (and his partners Larry-Skull and Curly-Skull. *Nyuk-nyuk-nyuk*).

These stories also brought back the Bucky of the 1950s, who I named, for reasons that have long since escaped me, Jack Monroe. I'd always been fascinated by that lost chapter in Cap's history, brilliantly developed by Englehart and Buscema during their run, and bringing in Jack—a young man out of time, with a dark, troubled past and no one to turn to but Steve Rogers—brought a new, dramatic element to the book and also expanded our bench of strong supporting characters. Stripping away the Bucky identity and transforming Jack into Nomad—another nod to Steve and Sal—allowed us to both honor the past and move Jack Monroe into the future.

But my favorite Cap supporting character from this era remains Bernie Rosenthal. Bernie wasn't some melodramatic romantic device, she was (for me, at least) a very real, three-dimensional woman—a Jewish New Yorker, but free, I hope, from hoary "New Yawk" tropes—and I did my best to deepen and expand the Steve-Bernie relationship. When I wrote them together, they were never "Captain America and his girlfriend," they were two people, two *equals*, who loved and respected each other and worked hard to keep their connection strong. Bernie's presence in the book helped ground the stories in what I hoped was genuine, relatable emotion. She remains a favorite to this day.

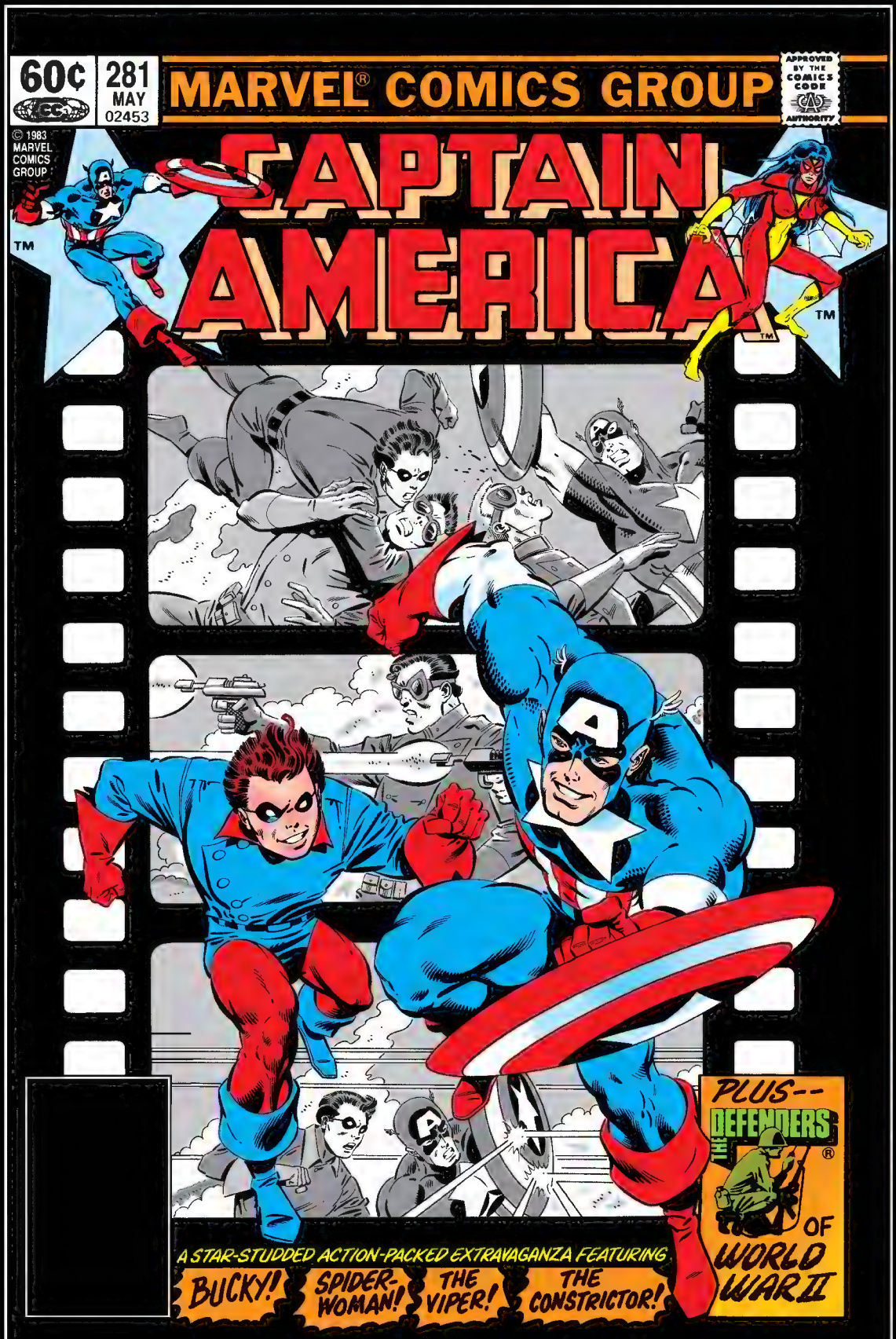
But what's a hero without a villain to oppose—and we had one of the greats with the Viper. The three-parter that kicks off this volume is a personal highlight from the run, thanks in no small part to the presence of the woman also known as Madame Hydra. Traumatized in childhood, certain of humanity's corrupt, irredeemable nature, determined to burn America, and eventually all the world, to the ground, Viper was terrifying because, from her perspective, she was right. Seen through one lens, humanity *is* corrupt and beyond redemption. What better opponent for a man who always sees the best in us? Who embodies our highest ideals and most cherished hopes? The Viper trilogy also allowed me the opportunity to take a hallucinatory dive into Steve Rogers' psyche—a journey brought to harrowing visual life by Zeck and Beatty—digging a little deeper into his childhood, illuminating more of Cap's past.

The aforementioned Deathlok story really *was* a peak for our team—we were in the proverbial zone, doing our best work together without even realizing it—but it also turned out to be our last hurrah. By the time Cap returned from the distant year of 1993 (funny how time changes our perspective), Zeck and Beatty had been recruited to illustrate Marvel's first maxi-series, the classic *Secret Wars*. Mike

and I wouldn't work together again till we did *Kraven's Last Hunt,* four years later. That Spider-Man story is considered a classic—and, if it is, a good part of its success rests on the foundation Mike and I built with *Captain America*: the artistic muscles we developed, the creative chemistry that emerged from years of collaboration. We weren't starting from scratch on *KLH,* we were picking up where we left off and continuing from there. So that's one more debt of gratitude I owe Steve Rogers.

I continued writing *Captain America* for another year—and I'm proud of the work the late, great Paul Neary and I did with our massive Red Skull epic (a story I'm sure we'll be exploring in our next Cap *Masterworks* volume)—but the Zeck-Beatty era was magical: a period of creative challenges and creative growth. I'm very grateful these stories have been collected in this beautiful edition and that new readers will be able to discover them for the first time.

– J.M. DeMatteis
June 2024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CAPTAIN AMERICA
TM
A STAR-STUDDED ACTION-PACKED EXTRAVAGANZA FEATURING
BUCKY!
SPIDER-WOMAN!
THE VIPER!
THE CONSTRICTOR!
PLUS--
THE DEFENDERS®
OF WORLD WAR II

...AND, UNMINDFUL OF THE LIFE-THREATENING DANGER, THEY SPRANG THROUGH THE HAIL OF BULLETS! FOR THEY WERE...
...CAPTAIN AMERICA AND BUCKY!
Stan Lee PRESENTS:
BEFORE THE FALL!

J. M. DeMATTEIS
SCRIPTER

MIKE ZECK
PENCILER

JOHN BEATTY
INKER

DIANA ALBERS
LETTERER

BOB SHAREN
COLORIST

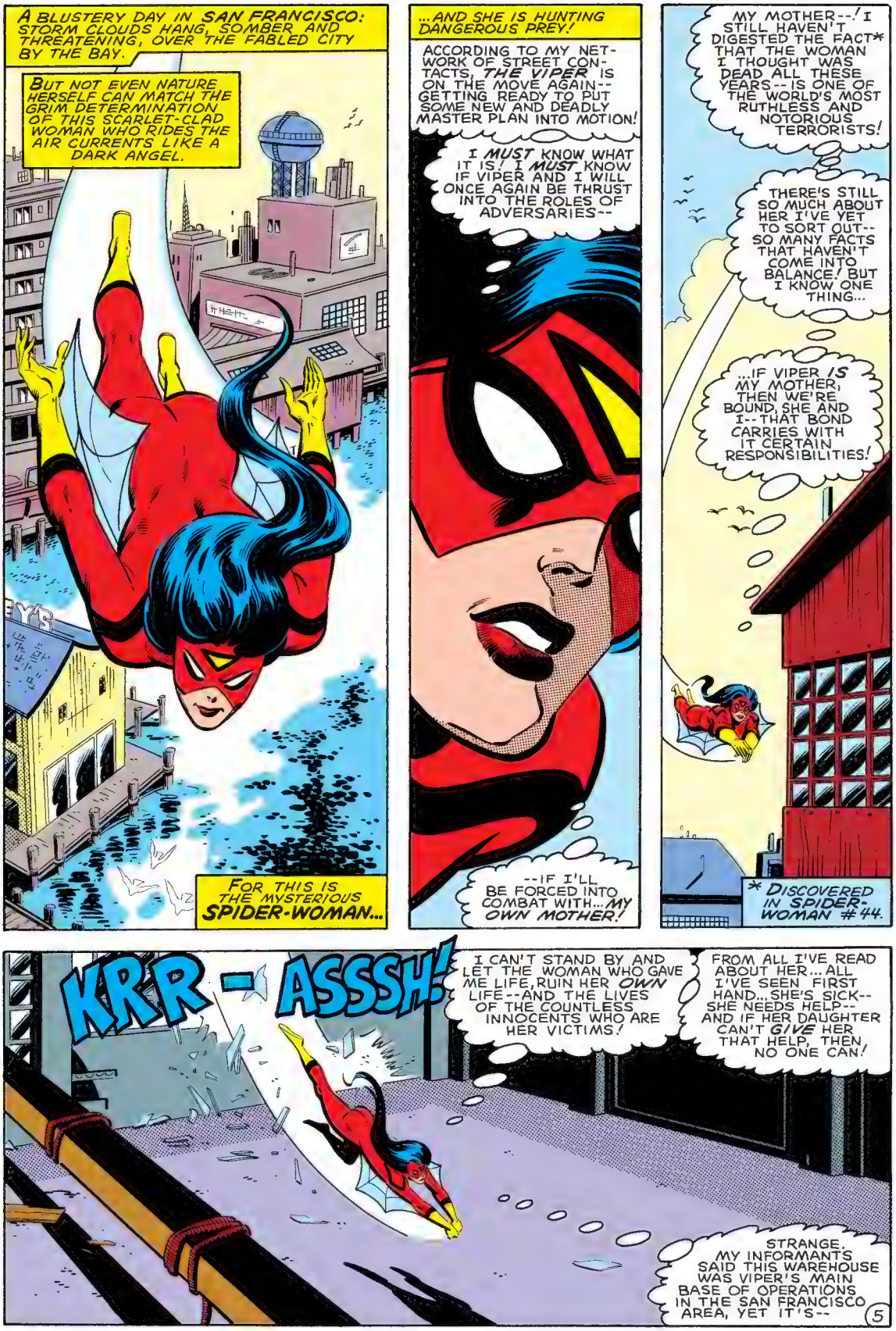
MARK GRUENWALD
EDITOR

JIM SHOOTER
EDITOR-IN-CHIEF

ALONE AGAINST THE HORDES OF SUBVERSIVE MILITARISTS WHO CALLED THEMSELVES... THE DEFENDERS*... AMERICA'S GREATEST HEROES PROVED THAT STRENGTH OF NUMBERS ALONE IS NOT ENOUGH--
*NOT TO BE CONFUSED WITH MARVEL'S MODERN-DAY DEFENDERS.
--TO ASSURE VICTORY!
SO, ON NOVEMBER 22, 1941, THE PLOT TO MURDER PRESIDENT ROOSEVELT AND TAKE CONTROL OF THESE UNITED STATES WAS ENDED!
BUT THE LEGEND OF CAPTAIN AMERICA AND BUCKY--
--WILL ENDURE FOREVER!
THE ONSCREEN IMAGES FADE, THE LIGHTS IN THIS GREENWICH VILLAGE MOVIE HOUSE RISE--AND THE CROWD THAT HAS PACKED THIS MIDNIGHT SHOWING GOES WILD WITH ANTICIPATION.
BUT THERE IS ONE AMONG THEM WHO HAS FOUND IN THE EVENING'S PARADE OF VINTAGE NEWSREEL FOOTAGE SOMETHING MORE THAN A GLIMPSE INTO A DISTANT, ROMANTIC, LESS COMPLEX ERA.
STEVE ROGERS--THE MAN BEHIND CAPTAIN AMERICA'S MASK HAS FOUND HIMSELF... HIS PAST...
2

...AND THE MEMORY OF A FALLEN FRIEND...
LORD, STEVE -- THAT WAS ALL SO UNBELIEVABLE! TO THINK THAT YOU...UH, THAT IS, CAPTAIN AMERICA WAS AROUND BACK THEN, AND NOW, FORTY YEARS LATER, HE'S STILL IN ACTION--!
IT BOGGLES THE MIND! IT --
STEVE? WHAT IS IT? YOU LOOK SO...SAD! OH, GEEZ, I PRACTICALLY FORCED YOU TO COME SEE THESE OLD FILMS AND NOW THEY'VE DEPRESSED YOU. I DON'T BLAME YOU IF YOU'RE MAD AT ME. I SHOULD HAVE KNOWN BETTER THAN TO--
IT'S NOT YOUR FAULT, BERNIE. NO ONE'S TO BLAME--
--EXCEPT PERHAPS FATE: THE INCREDIBLE FATE THAT SAW FIT TO KEEP ME ALIVE, UNAGED, IN AN ICEFLOW FOR A FEW DECADES, WHILE BUCKY...
WELL, LOOK, I'VE MADE MYSELF A PROMISE THAT I'M GOING TO PUT A LID ON THE SELF-PITYING MONOLOGUES. THEY DO MORE HARM THAN GOOD.
SO WHAT SAY WE HOP THE "D" TRAIN BACK HOME TO BROOKLYN HEIGHTS--
"--AND CONCENTRATE ON TODAY--AND US."
AHEM! I'M SORRY, SIR--BUT WE'RE CLOSING UP NOW.
YOU'LL HAVE TO MOVE ALONG.
MOVE ALONG?
3

I'D BE GLAD TO, MISTER--
--BUT DO YOU THINK YOU COULD TELL ME JUST WHERE IT IS I'M SUPPOSED TO MOVE ALONG TO?
HEAD HANGING, A DEFEATED SHUFFLE IN EACH LEADEN STEP, THE STRANGE YOUNG MAN MOVES OUT OF THE SHADOWED THEATER...
...INTO A NIGHT THAT SEEMS, TO HIM, AS UNMERCIFUL AS THIS MONOLITHIC CITY WHOSE STREETS HE'S WANDERED FOR TWO INTOLERABLE DAYS.
BUT GRIM FATALISM BECOMES NUMBING SHOCK, WHEN HE RAISES HIS EYES TO SEE A FACE HE KNOWS ALMOST AS WELL AS HIS OWN!
...FOR CRYING OUT LOUD! I SWEAR YOU'D NEVER KNOW THERE WAS A POOPER-SCOOPER LAW IN THIS TOWN!
YUK! I HATE THIS!
OMEGA RACE CONTEST
OH, I DON'T KNOW, BERNIE. MY FATHER USED TO SAY THAT IT WAS GOOD LUCK?
OF COURSE, HE ALSO PREDICTED THAT THE DEPRESSION WOULD ONLY LAST A FEW WEEKS!
SUBW
MY GOD--IT'S HIM! IT'S REALLY HIM!!
4


A BLUSTERY DAY IN SAN FRANCISCO: STORM CLOUDS HANG, SOMBER AND THREATENING, OVER THE FABLED CITY BY THE BAY.
BUT NOT EVEN NATURE HERSELF CAN MATCH THE GRIM DETERMINATION OF THIS SCARLET-CLAD WOMAN WHO RIDES THE AIR CURRENTS LIKE A DARK ANGEL.
FOR THIS IS THE MYSTERIOUS SPIDER-WOMAN...
...AND SHE IS HUNTING DANGEROUS PREY!
ACCORDING TO MY NETWORK OF STREET CONTACTS, THE VIPER IS ON THE MOVE AGAIN--GETTING READY TO PUT SOME NEW AND DEADLY MASTER PLAN INTO MOTION!
I MUST KNOW WHAT IT IS! I MUST KNOW IF VIPER AND I WILL ONCE AGAIN BE THRUST INTO THE ROLES OF ADVERSARIES--
--IF I'LL BE FORCED INTO COMBAT WITH...MY OWN MOTHER!
MY MOTHER--! I STILL HAVEN'T DIGESTED THE FACT* THAT THE WOMAN I THOUGHT WAS DEAD ALL THESE YEARS--IS ONE OF THE WORLD'S MOST RUTHLESS AND NOTORIOUS TERRORISTS!
THERE'S STILL SO MUCH ABOUT HER I'VE YET TO SORT OUT--SO MANY FACTS THAT HAVEN'T COME INTO BALANCE! BUT I KNOW ONE THING...
...IF VIPER IS MY MOTHER, THEN WE'RE BOUND, SHE AND I--THAT BOND CARRIES WITH IT CERTAIN RESPONSIBILITIES!
* DISCOVERED IN SPIDER-WOMAN #44.
KRR-ASSSH!
I CAN'T STAND BY AND LET THE WOMAN WHO GAVE ME LIFE, RUIN HER OWN LIFE--AND THE LIVES OF THE COUNTLESS INNOCENTS WHO ARE HER VICTIMS!
FROM ALL I'VE READ ABOUT HER...ALL I'VE SEEN FIRST HAND...SHE'S SICK--SHE NEEDS HELP--AND IF HER DAUGHTER CAN'T GIVE HER THAT HELP, THEN, NO ONE CAN!
STRANGE. MY INFORMANTS SAID THIS WAREHOUSE WAS VIPER'S MAIN BASE OF OPERATIONS IN THE SAN FRANCISCO AREA, YET IT'S--
5

WHAT'S THAT? A PANEL IN THE WALL--SLIDING BACK!
GREETINGS... DAUGHTER!
I REGRET THAT I CAN NOT BE THERE WITH YOU IN PERSON--BUT I HAVE OTHER, MORE PRESSING MATTERS THAT DEMAND MY ATTENTION!
BUT I HAVE PREPARED A GIFT FOR YOU, DEAR OFFSPRING! TWO GIFTS, ACTUALLY!
ENJOY THEM, MY DARLING! ENJOY--YOUR DEATH!
SHOOOSH
SHOOOSH
THEY SLITHER FORWARD FROM SHADOWS: EYES ALIGHT WITH A DIM, FERAL BLOODLUST, TONGUES DANCING, RAZOR-SHARP FANGS GLEAMING IN THE DIM LIGHT.
OTHERS WOULD NO DOUBT FREEZE, DUMB-STRUCK BY THE SIGHT OF TWO SUCH PRIMAL MONSTROSITIES!
BUT THIS IS--SPIDER-WOMAN!
WITHOUT AN INSTANT'S HESITATION, SHE LETS FLY A BIO-ELECTRIC BLAST STAGGERS ONE OF THE WILDLY LUNGING BEASTS.
BUT, EVEN AS THE CREATURE MIRACULOUSLY SHRUGS OFF THE EFFECTS OF THAT BURST, THE ARACHNID IS CONCERNED LESS WITH IT THEN WITH THE GNAWING QUESTION...
WHY?!
IT'S CLEAR THAT THIS WAS A SET-UP, VIPER--THAT YOU LEAKED WORD TO THE STREETS IN ORDER TO LURE ME HERE!
AND I WANT TO KNOW WHY!!
6

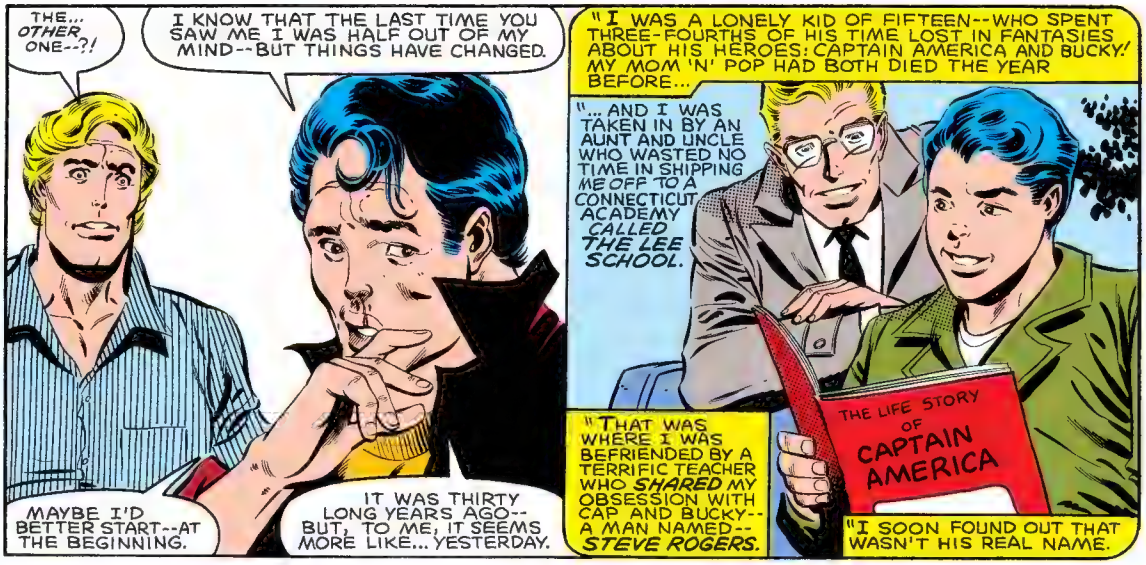
YOU KNOW WHY, MY DEAR! YOU KNOW WHY, MANIPULATOR OF MINDS!
SOME WEEKS AFTER OUR LAST ENCOUNTER, AS I LAY, DRIFTING THROUGH AN OPIUM DREAM, SOMETHING IN MY CONSCIOUSNESS SHATTERED! A HYPNOTIC WALL BUILT WITHIN MY PSYCHE CRUMBLED!
WHAT IN THE WORLD IS SHE TALKING ABOUT? WHY--
OOOPS! WATCH IT, JESSICA! ANOTHER INCH AND YOU WOULD HAVE BEEN MINUS AN ARM!
A WALL OF LIES!!
I KNOW NOW THAT YOU ARE NOT MY DAUGHTER, SPIDER-WOMAN! I KNOW THAT YOU TAMPERED WITH MY MIND, USED ME-- FOR WHAT VILE PURPOSES I CAN ONLY GUESS!
AND THE VIPER DOES NOT LIKE BEING USED!
USED YOU--?! BUT I NEVER--!
OOOF! BLASTED TAIL CAUGHT ME WHILE I WAS DISTRACTED!
I'M GOING DOWN!
SOON THIS ENTIRE WORLD SHALL BE BROUGHT DOWN, WITCH! SOON, MILLIONS UPON MILLIONS WILL CRAWL INTO DEATH'S WAITING ARMS!
BUT YOU SHALL BE THE FIRST!
"FAREWELL, DEAR... DAUGHTER! LONG MAY YOU ROAST IN HELL!"
SHE'S--NOT MY MOTHER? I-I DON'T KNOW WHETHER TO REJOICE--OR CRY!
BUT WHO COULD HAVE IMPLANTED SUCH MEMORIES IN VIPER'S MIND? WHO COULD HAVE--
OF COURSE! MORGAN LE FEY!
7

THAT STINKING SORCERESS IS THE QUEEN OF MANIPULATORS! SHE'D LIKE NOTHING MORE THAN TO BUILD UP MY ATTACHMENT TO THE MATERNAL FIGURE I'VE ALWAYS CRAVED--AND THEN USE THAT ATTACHMENT AGAINST ME! I--
C'MON, JESSICA--TIME LATER TO PONDER PROFUNDITIES! RIGHT NOW YOU'VE GOT YOU'RE OWN SURVIVAL TO WORRY ABOUT!
YOURS--AND THE MILLIONS VIPER BOASTED ABOUT SLAUGHTERING!
SYRAKKKKKK
GOOD! I TIMED MY LEAP PERFECTLY SO THAT THE THING'S TAIL ENDED UP STRIKING THE MONITOR SCREEN--AND THE BANK OF ELECTRICAL WIRES AND CIRCUITRY BEHIND IT!
THAT'S ONE DOWN--BUT THE OTHER ONE DOESN'T LOOK ANY THE LESS HUNGRY FOR IT! THOSE JAWS ARE STILL WIDE OPEN FOR BUSINESS!
JAWS--?!
THAT'S IT!
FIGHT VENOM--WITH VENOM!
WHEW... THAT WAS CLOSE.
TO THINK THAT A MIND CAPABLE OF DREAMING UP THIS MANNER OF DEATH--IS BUSILY PLANNING MURDER ON A WORLD-WIDE SCALE--!
YOU'VE GOT TO FIND HELP, GIRL... AND I KNOW JUST THE PLACE!
MORE ON SPIDER-WOMAN NEXT ISSUE, BUT--FOR NOW--WE TURN OUR ATTENTION SOME THREE THOUSAND MILES EASTWARD TO...
8

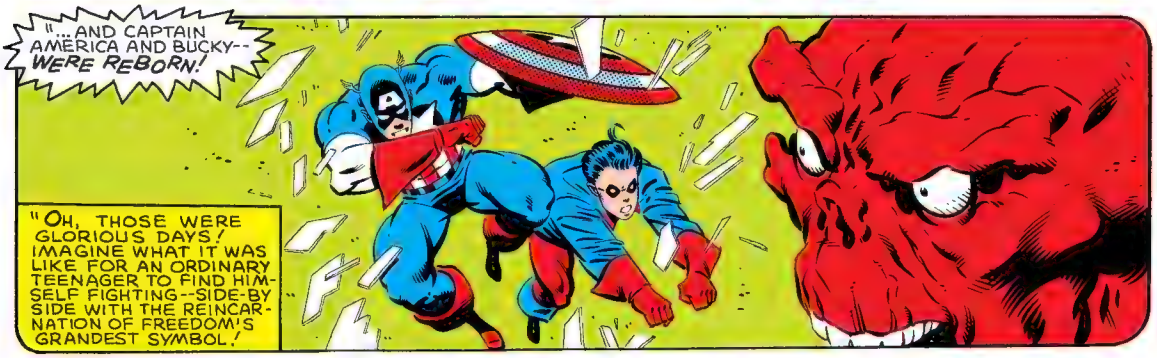
BROOKLYN HEIGHTS: WHERE A LONELY MAN PACES NERVOUSLY, PONDERING HIS IMMEDIATE FUTURE...
... AND TWO LOVERS DISCUSS THE RECENT PAST...
I SWEAR, STEVE-- WHEN I THINK THAT I HAD THE GUTS TO JUST ATTACK PRIMUS THAT WAY!*
I DON'T KNOW WHAT CAME OVER ME!
WHATEVER IT IS, I'M GRATEFUL. YOU JUST MAY HAVE SAVED MY LIFE.
CAP #279.
HEY... MAYBE I SHOULD GET MYSELF A CAPE AND TIGHTS AND START FIGHTING CRIME AS BERNIE, THE HEBREW WONDER!
YOU'RE NOT LAUGHING...?
WELL, DON'T YOU WORRY ABOUT A THING. I HAVE NO INTENTION OF GOING OUT TO TACKLE PROFESSOR DOOM AND DOCTOR POWER OR ANY OF THOSE LUNATICS YOU SEEM TO ENJOY PLAYING "SAVE THE WORLD" WITH!
I SAVE MY SUPER-POWERS FOR THE IMPORTANT THINGS!
C'MON OVER HERE, BIG BOY!
YOU'RE STILL NOT LAUGHING? DON'T YOU LIKE MY MAE WEST IMPERSONATION? IT ALWAYS USED TO HAVE MY DAD ON THE FLOOR!
UH... BERNIE... WHEN YOU AND PRIMUS... THAT IS... WHEN PRIMUS WAS MASQUERADING AS ME... AND YOU THOUGHT... WHAT I'M TRYING TO SAY IS UH... DID YOU EVER...?
THE ANSWER IS NO.
NOW KISS ME. PLEASE.
KNOCK KNOCK KNOCK
9

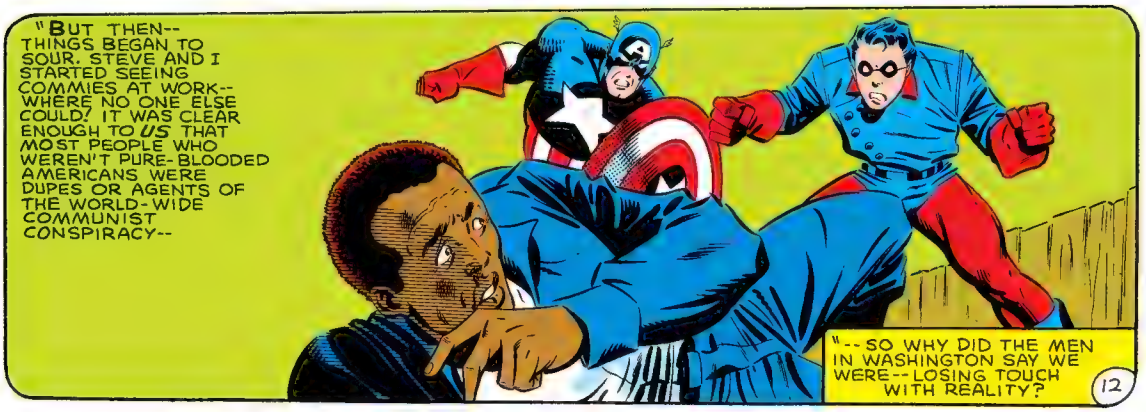
I SWEAR, IF IT'S THAT RUNCITER WOMAN FROM S.H.I.E.L.D. COMING TO CALL YOU OFF TO ANOTHER SECRET MISSION, I'LL--
AFTER OUR LAST ENCOUNTER*--I DON'T THINK GAIL RUNCITER WILL BE CALLING ME ANYTHING EXCEPT FOR A FEW CHOICE NAMES!
BUT THEN, WHO COULD IT BE AT THIS--
*MARVEL TEAM-UP #128.
--HOUR...?
UH... HIYA, CAP. STEVE.
I...HOPE I'M NOT INTERRUPTING ANYTHING.
THE FACE STARING BACK AT STEVE ROGERS IS ONE THAT HAS HAUNTED HIM FOR FORTY YEARS. A LITTLE OLDER PERHAPS, MINUS SOME BABY FAT, BUT ESSENTIALLY, UNCHANGED.
TWO DOZEN THOUGHTS, TWO DOZEN POTENTIAL REACTIONS SCATTER THROUGH ROGER'S MIND--BUT THE ONE THAT FINDS EXPRESSION IS RAGE!
SAVAGE UNCONTROL-ABLE... RAGE!
GRUNTING, ANIMAL-LIKE, HE REACHES OUT, GRABS THE APPLE-CHEEKED YOUTH BY THE COLLAR--AND SLAMS HIM MERCILESSLY TO THE FLOOR!
AND, WHEN STEVE ROGERS FINALLY FINDS HIS VOICE, IT TREMBLES WITH FIERY INDIGNATION--AND PUREST HATRED!
I'M ONLY GOING TO SAY THIS ONCE, PUNK! WHO ARE YOU?!
I'M... WHO YOU THINK I AM... I-I'M...
...BUCKY!
10

I WANT THE TRUTH! WHAT ARE YOU--AN A.I.M. ANDROID? A RED SKULL ROBOT? A HYDRA AGENT MADE OVER IN BUCKY'S IMAGE?
SPIT IT OUT--OR I SWEAR I'LL BREAK YOU APART!
STEVE... STOP, IT--!
BERNIE, YOU DON'T UNDERSTAND! I'VE HAD THIS STUNT PULLED ON ME BEFORE--
--AND THIS IS ONE TIME TOO MANY!
I WILL NOT SEE THE MEMORY OF BUCKY BARNES DESECRATED AGAIN!!
BUCKY B-BARNES...? NO! YOU'VE GOT IT ALL WRONG! I DIDN'T WANT YOU TO THINK THAT I WAS BUCKY BARNES!
I'M THE OTHER ONE, CAP! I'M THE BUCKY OF THE 1950s!
11


THE... OTHER ONE--?!
I KNOW THAT THE LAST TIME YOU SAW ME I WAS HALF OUT OF MY MIND--BUT THINGS HAVE CHANGED.
MAYBE I'D BETTER START--AT THE BEGINNING.
IT WAS THIRTY LONG YEARS AGO--BUT, TO ME, IT SEEMS MORE LIKE... YESTERDAY.
"I WAS A LONELY KID OF FIFTEEN--WHO SPENT THREE-FOURTHS OF HIS TIME LOST IN FANTASIES ABOUT HIS HEROES: CAPTAIN AMERICA AND BUCKY! MY MOM 'N' POP HAD BOTH DIED THE YEAR BEFORE...
"... AND I WAS TAKEN IN BY AN AUNT AND UNCLE WHO WASTED NO TIME IN SHIPPING ME OFF TO A CONNECTICUT ACADEMY CALLED THE LEE SCHOOL.
THE LIFE STORY OF CAPTAIN AMERICA
"THAT WAS WHERE I WAS BEFRIENDED BY A TERRIFIC TEACHER WHO SHARED MY OBSESSION WITH CAP AND BUCKY--A MAN NAMED--STEVE ROGERS.
"I SOON FOUND OUT THAT WASN'T HIS REAL NAME.

"Y'SEE, STEVE'S INCREDIBLE DEVOTION TO HIS IDOL HAD DRIVEN HIM TO TRACK DOWN AND UNEARTH THE VERY SUPER-SOLDIER FORMULA THAT HAD CREATED CAPTAIN AMERICA--BACK IN FORTY-ONE. HE'D CHANGED HIS NAME, EVEN HIS FACE, IN HOPES OF REPLACING THE GREAT MAN WE ALL BELIEVED HAD BEEN KILLED IN WORLD WAR II.
"THE END OF THE KOREAN WAR--AND THE GOVERNMENT'S SUBSEQUENT LACK OF INTEREST--CANCELLED THOSE PLANS. DEJECTED, STEVE TURNED TO TEACHING.
"BUT IT WASN'T LONG BEFORE THE RED MENACE REARED ITS UGLY HEAD RIGHT HERE AT HOME! STEVE AND I REALIZED WE HAD NO CHOICE! WE INJECTED OURSELVES WITH THE LONG HIDDEN SERUM...

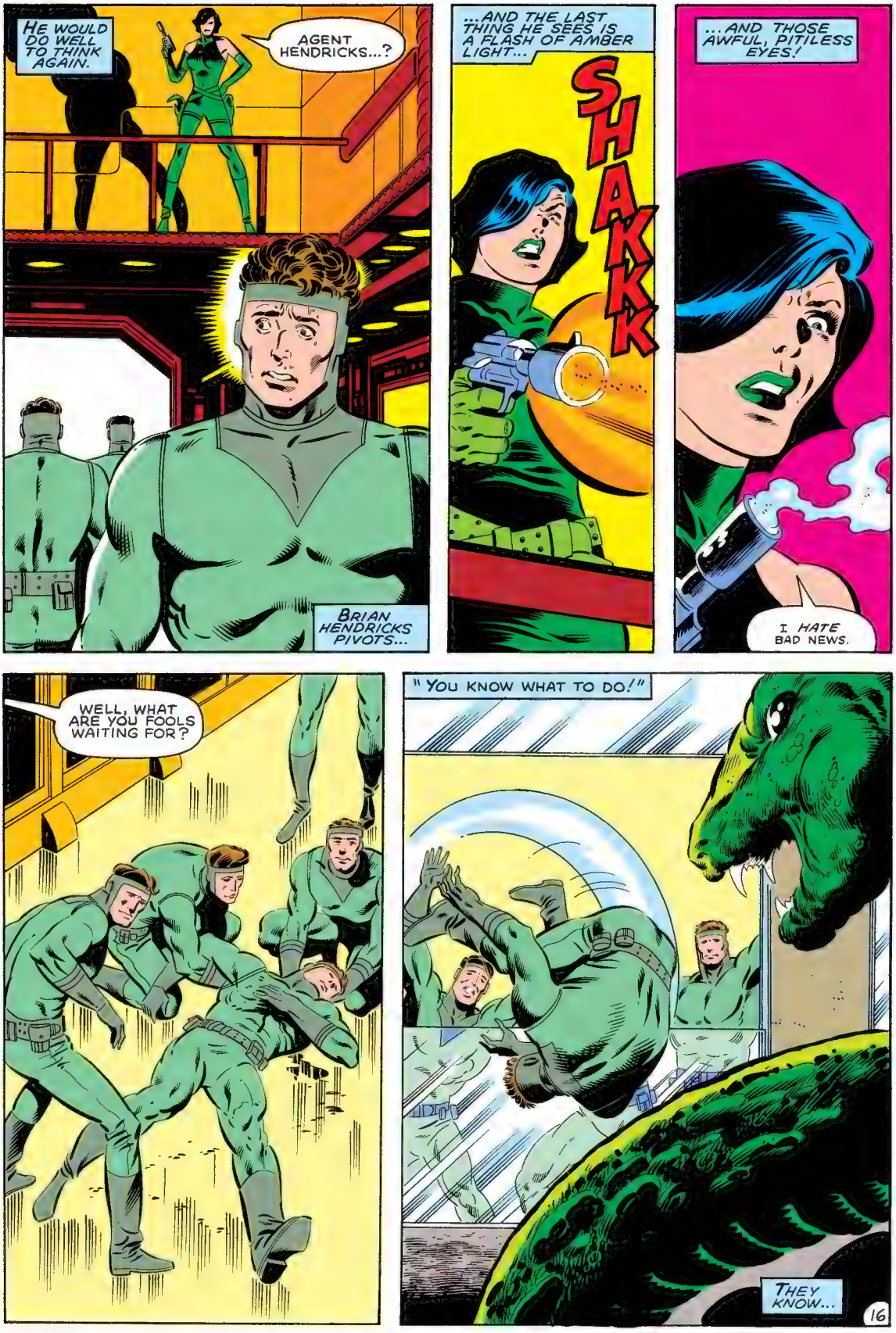

"... AND CAPTAIN AMERICA AND BUCKY--WERE REBORN!
"OH, THOSE WERE GLORIOUS DAYS! IMAGINE WHAT IT WAS LIKE FOR AN ORDINARY TEENAGER TO FIND HIMSELF FIGHTING--SIDE-BY SIDE WITH THE REINCARNATION OF FREEDOM'S GRANDEST SYMBOL!


"BUT THEN--THINGS BEGAN TO SOUR. STEVE AND I STARTED SEEING COMMIES AT WORK--WHERE NO ONE ELSE COULD! IT WAS CLEAR ENOUGH TO US THAT MOST PEOPLE WHO WEREN'T PURE-BLOODED AMERICANS WERE DUPES OR AGENTS OF THE WORLD-WIDE COMMUNIST CONSPIRACY--
"-- SO WHY DID THE MEN IN WASHINGTON SAY WE WERE--LOSING TOUCH WITH REALITY?
12

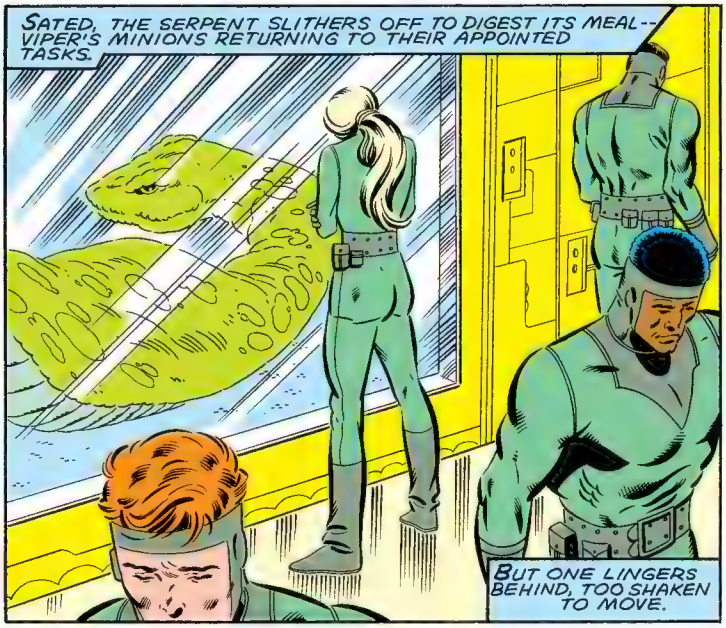
"WE HAD NO WAY OF KNOWING THAT-- UNCHECKED BY THE STABILIZING VITA-RAY WHICH HAD BEEN USED ON THE REAL CAP--THE SUPER-SOLDIER SERUM HAD BEGUN DESTROYING OUR MINDS!
"WE WERE APPREHENDED, LIKE COMMON CRIMINALS, AND--WHEN SCIENCE COULDN'T FIND A CURE FOR OUR CONDITION-- WE WERE CRYOGENICALLY FROZEN IN THE HOPES THAT SOMEDAY WE COULD BE RESTORED.
"THE CURE NEVER CAME--BUT, SEVERAL YEARS AGO, WE WERE ROUSED FROM OUR STATE OF NON-LIFE BY ONE OF THE MEN IN CHARGE OF GUARDING OUR BODIES--A MAN WHOSE SENSE OF POLITICAL REALITIES WAS AS CONFUSED AS OURS!
"OUR FIRST OBJECTIVE WAS TO TAKE OUT THE RED, WHITE, AND BLUE-GARBED TRAITOR WHO-- TO OUR WARPED MINDS--HAD SULLIED THE GOOD NAME OF CAPTAIN AMERICA DURING OUR DECADES-LONG SLEEP.
"THAT MAN WAS YOU, CAP!
"WE NEVER DREAMED THAT YOU WERE THE FIRST, THE ORIGINAL CAP--AWAKENED FROM A SIMILAR STATE OF SUSPENDED ANIMATION YEARS EARLIER!
"IT WAS THAT TRUTH--AS MUCH AS ANY PHYSICAL BLOW--THAT ENDED OUR RAMPAGE... AND THOROUGHLY SHATTERED STEVE'S MIND.
"FEELING SOME SENSE OF RESPONSIBILITY FOR US, THE GOVERNMENT TURNED US OVER TO A CERTAIN MENTAL INSTITUTION IN THE CATSKILLS.
"UNFORTUNATELY, THEY WEREN'T AWARE THAT THE HEAD OF THAT HOSPITAL WAS THE INFAMOUS MIND-MANIPULATOR...
"...DOCTOR FAUSTUS!
"THAT CREEP TOOK STEVE'S RUINED PSYCHE--AND TWISTED IT BEYOND REPAIR--TRANSFORMING HIM INTO THE GRAND DIRECTOR OF THE FASCISTIC NATIONAL FORCE!
"TO TEST THE SUCCESS OF HIS BRAINWASHING-- FAUSTUS ORDERED STEVE TO... KILL ME!*
AT LEAST STEVE BELIEVED HE'D KILLED ME.' IN REALITY, THE GUN HAD BEEN LOADED WITH BLANKS.
FAUSTUS WAS TOO SHREWD TO JUST TOSS AWAY A PAWN LIKE ME. HE KNEW I COULD BE USED TO KEEP STEVE IN LINE-- OR AS A WEAPON AGAINST YOU.
WHEN FAUSTUS AND THE NATIONAL FORCE WERE FINALLY DEFEATED--I WAS TRUNDLED OFF AGAIN... THIS TIME TO A SHIELD RUN HOSPITAL IN WASHINGTON. IT TOOK A FEW YEARS--BUT THEY WERE FINALLY ABLE TO FIND A CURE FOR MY CHEMICALLY-BASED INSANITY.
STEVE WASN'T SO LUCKY. THAT MANIAC FAUSTUS HAD MURDERED HIM... MURDERED A MAN WHOSE GREATEST SIN WAS CARING TOO MUCH FOR HIS COUNTRY.
*FLASHBACKS COURTESY OF CAP # 153-156 & # 236.
13

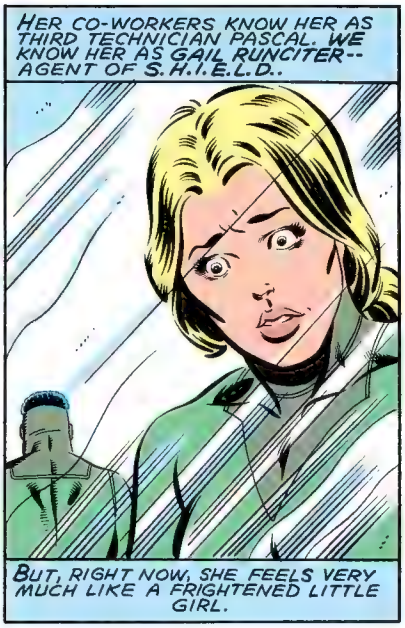
THE FUNNY THING WAS--NOW THAT I WAS CURED--SHIELD DIDN'T HAVE ENOUGH MONEY IN THEIR BUDGET TO COVER ANY KIND OF REORIENTATION TRAINING.
THEY GAVE ME A THREE-WEEK CRASH COURSE AND BOOTED ME OUT INTO A WORLD THAT I KNEW NEXT-TO-NOTHING ABOUT. THERE I WAS, HAVING AGED THREE YEARS IN THE LAST THIRTY--WITH NOWHERE TO TURN...NOWHERE TO GO.
SO I HEADED TO NEW YORK--IN HOPES OF FINDING THE HERO WHO GAVE MY LIFE SUCH MEANING--IN THOSE LONG-AGO AND LONELY DAYS AT LEE.
PRETTY STUPID, HUH? I'M NOT A KID ANY MORE--AND THIS MODERN WORLD OF YOURS DOESN'T SEEM TO HAVE ANY ROOM FOR HEROES.
WELL... I GUESS I'LL JUST BE MOVING ON. SORRY TO HAVE BOTHERED YOU, CAP.
PLEASE. DON'T GO.
AFTER ALL THE YEARS, ALL THE TIMES MY ENEMIES HAVE ATTEMPTED TO EXPLOIT MY BUCKY'S MEMORY... I COULDN'T HELP BUT REACT AS I DID. I'M SORRY.
I SWEAR TO YOU--I WILL DO EVERYTHING IN MY POWER TO HELP YOU FIND A PLACE--MAKE A HOME FOR YOURSELF HERE.
WELCOME TO 1983... FRIEND.
THE BOY TRIES TO SPEAK --BUT, INSTEAD OF WORDS, HE FINDS ONLY TEARS.
HE IS NOT ASHAMED TO STILL THINK OF THIS MAN--THIS LEGEND--AS HIS HERO.
14

ELSEWHERE: A HUNDRED TECHNICIANS BUSY THEMSELVES IN A SPRAWLING UNDERGROUND COMPLEX, PROGRAMMING COMPUTERS, TESTING FORMULAE, DOUBLE-CHECKING PRINT-OUTS, TRIPLE CHECKING CIRCUITS.
THERE IS A MISTY FEAR HOVERING HERE, SO THICK YOU COULD HOLD IT IN YOUR HANDS. FOR THESE WORKERS ARE AWARE OF THE EYES THAT SCRUTINIZE THEIR EVERY MOVE, THAT SCAN THEIR RANKS FOR ANY SIGN OF FLAW OR WEAKNESS.
EYES OF ICY FIRE... EYES OF HOT DISPASSION.
THE EYES OF...
...THE VIPER!
MISTRESS...?
YES, AGENT HENDRICKS?
I HAVE WORD FROM SAN FRANCISCO. ABOUT... SPIDER-WOMAN.
YES, AGENT HENDRICKS!
SHE... ESCAPED YOUR TRAP, MISTRESS. SHE IS ALIVE--AND FREE.
I SEE. THANK YOU, AGENT HENDRICKS. YOU MAY GO.
HE GOES--COMFORTED BY THE THOUGHT THAT HE HAS ESCAPED HIS MISTRESS'S IRE.
15

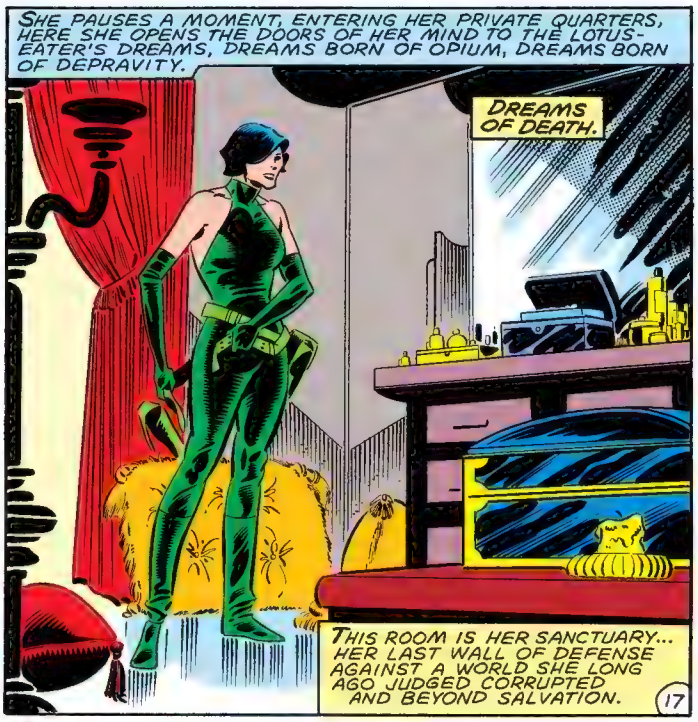

HE WOULD DO WELL TO THINK AGAIN.
AGENT HENDRICKS...?
BRIAN HENDRICKS PIVOTS...
...AND THE LAST THING HE SEES IS A FLASH OF AMBER LIGHT...
SHAKK
...AND THOSE AWFUL, PITILESS EYES!
I HATE BAD NEWS.
WELL, WHAT ARE YOU FOOLS WAITING FOR?
"YOU KNOW WHAT TO DO!"
THEY KNOW...
16

...ONLY TOO WELL.

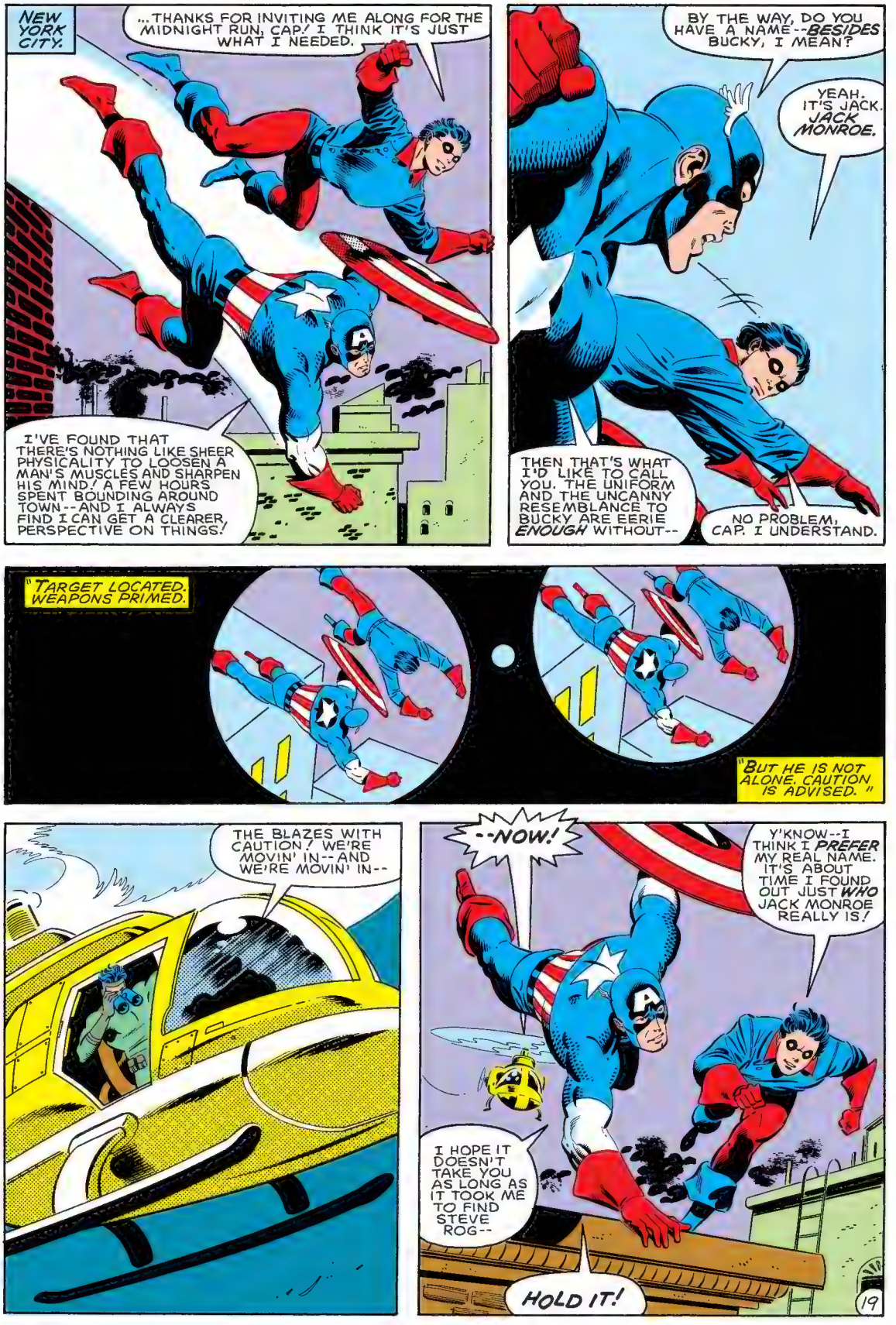

SATED, THE SERPENT SLITHERS OFF TO DIGEST ITS MEAL--VIPER'S MINIONS RETURNING TO THEIR APPOINTED TASKS.
BUT ONE LINGERS BEHIND, TOO SHAKEN TO MOVE.


HER CO-WORKERS KNOW HER AS THIRD TECHNICIAN PASCAL. WE KNOW HER AS GAIL RUNCITER--AGENT OF S.H.I.E.L.D..
BUT, RIGHT NOW, SHE FEELS VERY MUCH LIKE A FRIGHTENED LITTLE GIRL.

THERE IS A CHILD IN ALL OF US--BUT IT IS HARD TO IMAGINE THAT THIS LEATHER-CLAD KILLER EVER KNEW INNOCENCE--OR TENDERNESS.
THERE IS CONTEMPT IN THE VIPER'S EVERY STEP--DISGUST FOR ALL THAT LIVES IN EVERY ARROGANT RIPPLE OF HER LISSOME FORM.

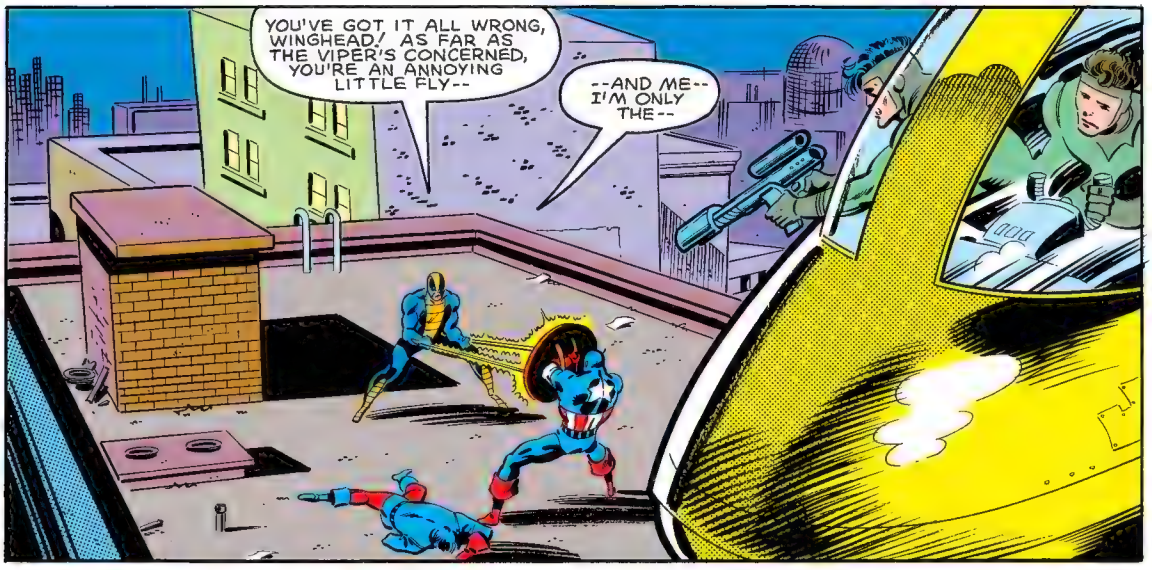

SHE PAUSES A MOMENT, ENTERING HER PRIVATE QUARTERS, HERE SHE OPENS THE DOORS OF HER MIND TO THE LOTUS-EATER'S DREAMS, DREAMS BORN OF OPIUM, DREAMS BORN OF DEPRAVITY.
DREAMS OF DEATH.
THIS ROOM IS HER SANCTUARY... HER LAST WALL OF DEFENSE AGAINST A WORLD SHE LONG AGO JUDGED CORRUPTED AND BEYOND SALVATION.
17

SHE IS A NIHILIST, DENYING ALL BELIEF, ALL KNOWLEDGE--DENYING EVEN HER OWN REJECTION OF THAT BELIEF AND KNOWLEDGE.
...EMBRACING ONLY OBLIVION--AND THE GREAT, MERCIFUL VOID.
SOON, ALL MEN SHALL FEEL THAT EMBRACE.
SOON, ALL MEN SHALL SEE THROUGH HER EYES.
WITHOUT A BACKWARD GLANCE, THE DISGUISED VIPER MOVES UP THROUGH WINDING TUNNELS, THROUGH HIDDEN DOORS THAT LEAD INTO A DECEPTIVELY-ORDINARY BASEMENT...
...AND THEN OUT...
...INTO THE LIGHT OF DAY.
MORNIN', MRS. SMITH! LOVELY DAY, AIN'T IT?
LOVELY.
LOOKIN' FORWARD TO THE PARADE ON SATURDAY?
INDEED I AM.
...SOON...
SOON.
18

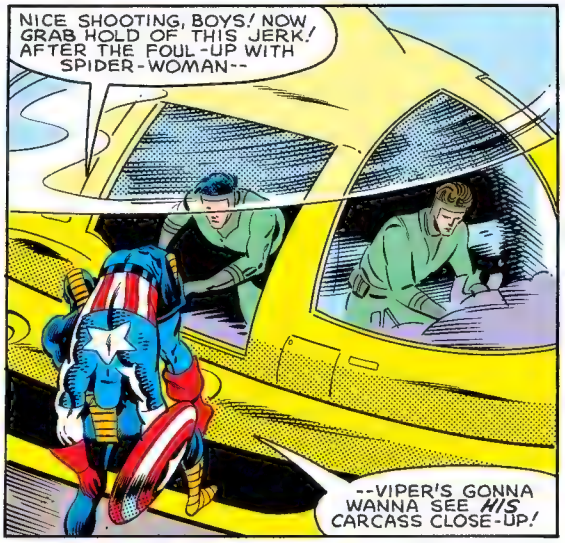

NEW YORK CITY.
...THANKS FOR INVITING ME ALONG FOR THE MIDNIGHT RUN, CAP! I THINK IT'S JUST WHAT I NEEDED.
I'VE FOUND THAT THERE'S NOTHING LIKE SHEER PHYSICALITY TO LOOSEN A MAN'S MUSCLES AND SHARPEN HIS MIND! A FEW HOURS SPENT BOUNDING AROUND TOWN--AND I ALWAYS FIND I CAN GET A CLEARER, PERSPECTIVE ON THINGS!
BY THE WAY, DO YOU HAVE A NAME--BESIDES BUCKY, I MEAN?
YEAH. IT'S JACK. JACK MONROE.
THEN THAT'S WHAT I'D LIKE TO CALL YOU. THE UNIFORM AND THE UNCANNY RESEMBLANCE TO BUCKY ARE EERIE ENOUGH WITHOUT--
NO PROBLEM, CAP. I UNDERSTAND.
"TARGET LOCATED. WEAPONS PRIMED.
"BUT HE IS NOT ALONE. CAUTION IS ADVISED."
THE BLAZES WITH CAUTION! WE'RE MOVIN' IN--AND WE'RE MOVIN' IN--
--NOW!
Y'KNOW--I THINK I PREFER MY REAL NAME. IT'S ABOUT TIME I FOUND OUT JUST WHO JACK MONROE REALLY IS!
I HOPE IT DOESN'T TAKE YOU AS LONG AS IT TOOK ME TO FIND STEVE ROG--
HOLD IT!
19

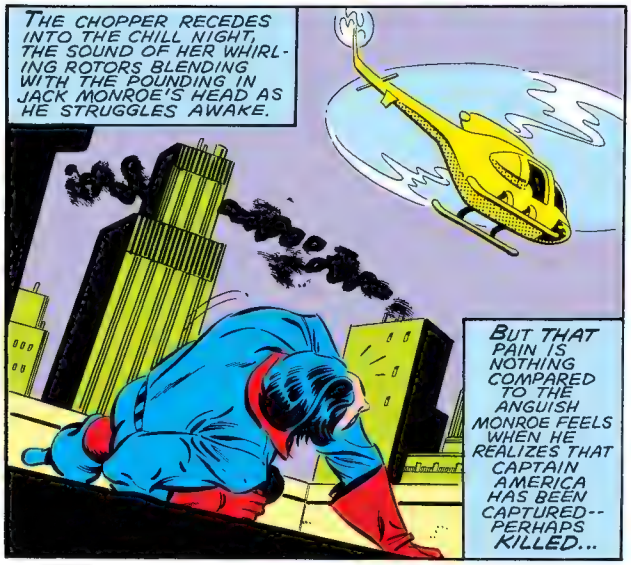
DOWN, JACK!
NICE MOVES, CAPTAIN! I SEE YOUR REFLEXES ARE AS SHARP AS EVER!
BUT THAT REALLY DOESN'T IMPRESS--
--THE CONSTRICTOR!
I'M NOT WORKING FOR THE CORPORATION, NOW, FLAGMAN! * I'M ON THE PAYROLL OF A LITTLE LADY YOU KNOW REAL WELL: THE VIPER!
SHE WANTS YOU, MISTER! SHE WANTS YOU BAD!
AND YOU'RE GOING TO BRING ME TO HER? CONSTRICTOR, --DON'T MAKE ME LA--
*AS HE WAS WHEN CAP LAST SAW HIM IN CAP #228.
WHY ARE YOU WASTING TIME TALKING TO A BUM LIKE THIS, CAP? I MAY BE THREE DECADES OUT OF DATE, BUT SOME THINGS NEVER CHANGE!
SCUM LIKE HIM, FOR INSTANCE!
JACK-- NO!
BUT THE SHIELD-SLINGER'S SHOUTED WARNING IS IGNORED BY THE HEADSTRONG YOUTH...
...AND, BEFORE CAP CAN PULL THE BOY BACK...
...ELECTRIFIED CABLES SNAKE OUT, WRAP THEMSELVES AROUND JACK MONROE-- CRUSHING, STRANGLING...
...SENDING A WAVE OF HIGH-VOLTAGE AGONY COURSING THROUGH HIS TREMBLING BODY.
20

COUNT YOURSELF LUCKY THAT I ONLY WANTED YOU UNCONSCIOUS, KID-- 'CAUSE YOU COULD'VE BEEN DEAD!
YOU COUNT YOURSELF LUCKY THAT HE'S NOT DEAD, CONSTRICTOR!
BECAUSE IF YOU HAD KILLED HIM--
--I'D BE DOING A LOT WORSE THAN THIS!
WANNKK
UGH!!
FACE IT, CONSTRICTOR--IN OUR LAST ENCOUNTER YOU WEREN'T MUCH MORE THAN A PETTY ANNOYANCE TO ME. TIME, IT SEEMS, HAS ONLY MADE YOU SLOPPIER.
THAT IS, UNLESS YOU'RE NOT REALLY DEFEATED, BUT SIMPLY PLAYING--
--POSSUM...?!
THE BOY WAS RIGHT, CONSTRICTOR! YOUR TYPE HAS BEEN CRAWLING AROUND FOR DECADES--AND YOU ALL USE THE SAME, DUMB TRICKS!
I'M NOT AS DUMB AS YOU THINK, MISTER! Y'SEE, I HAVE NO INTENTION OF BRINGING YOU DOWN!
YOU DON'T? IT LOOKS TO ME LIKE YOU'RE TRYING AWFULLY HARD!
21


YOU'VE GOT IT ALL WRONG, WINGHEAD! AS FAR AS THE VIPER'S CONCERNED, YOU'RE AN ANNOYING LITTLE FLY--
--AND ME-- I'M ONLY THE--

"--FLYPAPER!"
ZZZT
YARRRGH!


NICE SHOOTING, BOYS! NOW GRAB HOLD OF THIS JERK! AFTER THE FOUL-UP WITH SPIDER-WOMAN--
--VIPER'S GONNA WANNA SEE HIS CARCASS CLOSE-UP!


THE CHOPPER RECEDES INTO THE CHILL NIGHT, THE SOUND OF HER WHIRLING ROTORS BLENDING WITH THE POUNDING IN JACK MONROE'S HEAD AS HE STRUGGLES AWAKE.
BUT THAT PAIN IS NOTHING COMPARED TO THE ANGUISH MONROE FEELS WHEN HE REALIZES THAT CAPTAIN AMERICA HAS BEEN CAPTURED-- PERHAPS KILLED...

...WHILE HE LAY THERE, AS USELESS AS HE WAS HELPLESS!
WHY?!!
HE SCREAMS HIS THROAT RAW-- BUT THE NIGHT HAS NO REPLY.
TO BE CONTINUED!

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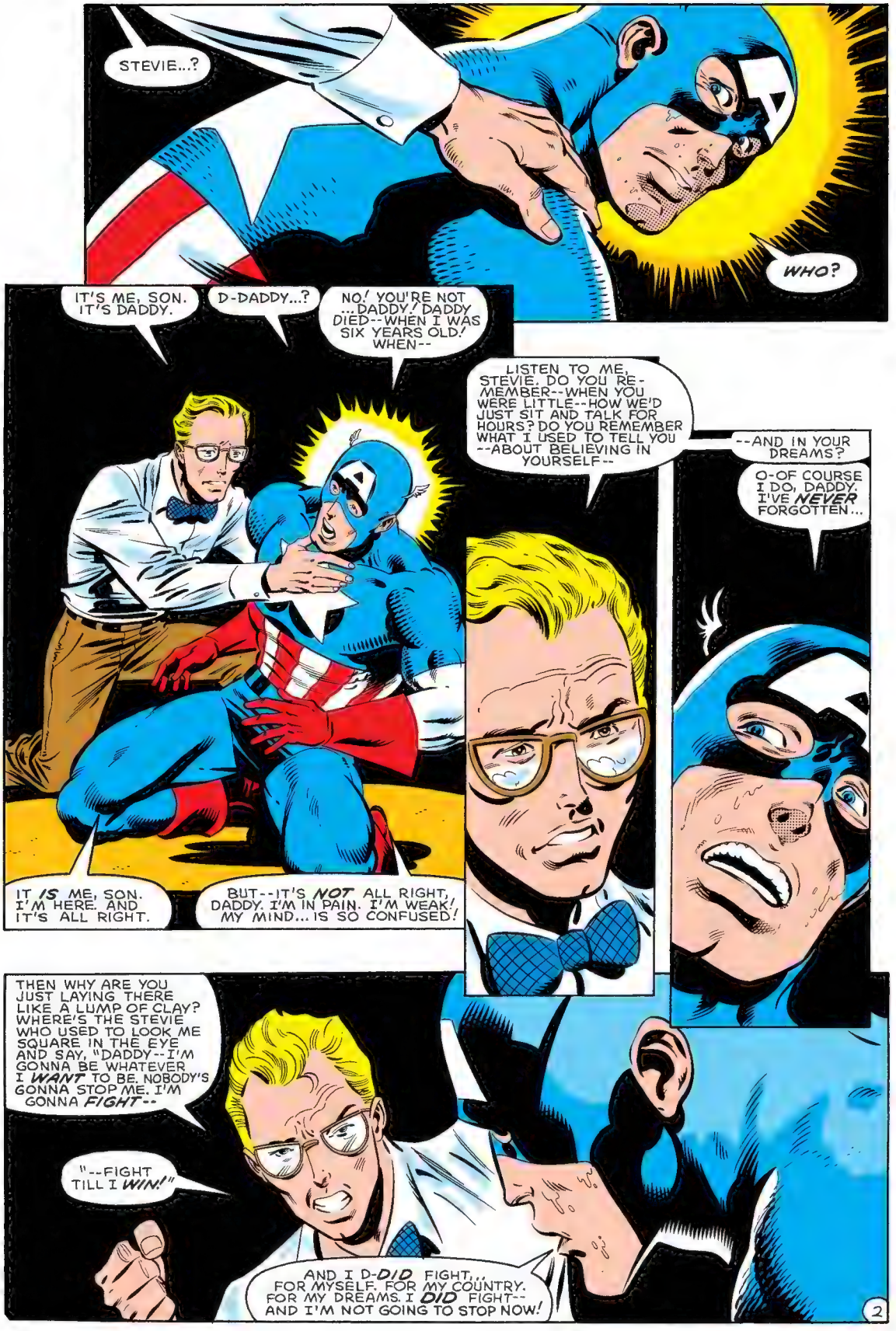
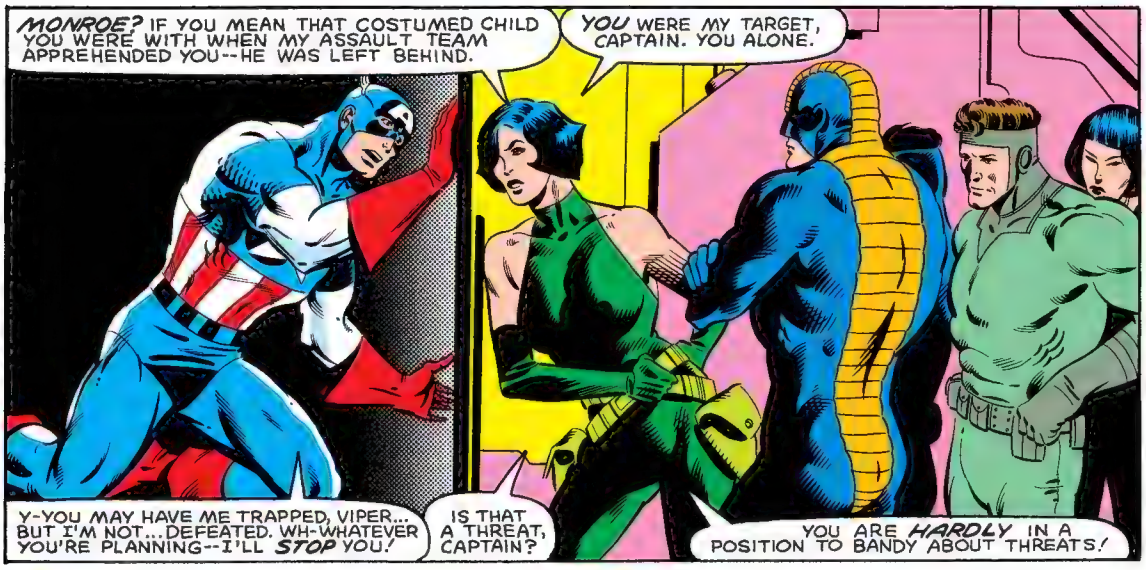
TM
CAPTAIN AMERICA®
HEADS UP, CONSTRICTOR!
THE NEW NOMAD IS IN TOWN!
2 E.C.C. - BEATTY

Stan Lee PRESENTS:
CAPTAIN AMERICA
WH-WHERE AM I...? WH-WHAT'S HAPPENING TO ME...? WHY CAN'T I--FOCUS MY THOUGHTS? WHY CAN'T I SHUT OUT THE VOICES? FACES. SOUNDS. STOP!
I-I'VE GOT TO TRY AND THINK... I'VE GOT TO-- REMEMBER...
I WAS... W-WITH BERNIE... OH, BERNIE, BEAUTIFUL BERNIE... THINK! WHEN BUCKY APPEARED. BUCKY? B-BUT BUCKY'S BEEN DEAD... FOR DECADES! HOW COULD...?
NO... WAIT... I-IT WASN'T BUCKY. NOT MY BUCKY. IT WAS JACK... JACK SPRAT... JACK AND JILL... THINK! JACK MONROE ...THE BUCKY OF THE 1950's...
H-HE WAS ALONE... ALONE... ALONE...SO ALONE... I TOOK HIM IN... HE... HE... THINK...! SOMETHING HAPPENED... SOMEONE ATTACKED US... SOMEONE...
THE CONSTRICTOR! YES! I-IT WAS THE CONSTRICTOR! THAT SNAKE. THAT VIPER. VIPER? VIPER! C-CONSTRICTOR SAID HE WAS WORKING FOR-- THE VIPER! BUT--
VOICES. FACES. SOUNDS. STOP. STOP. STOP!

J.M. DeMATTEIS	MIKE ZECK	JOHN BEATTY	DIANA ALBERS	BOB SHAREN	MARK GRUENWALD	JIM SHOOTER
SCRIPTER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	EDITOR IN CHIEF

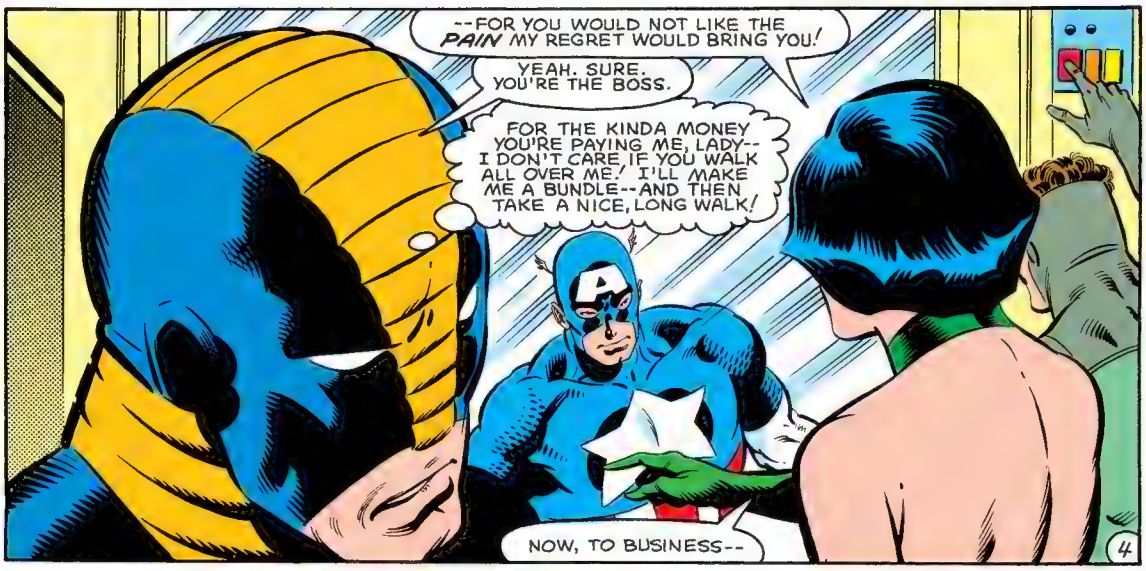

STEVIE...?
WHO?
IT'S ME, SON. IT'S DADDY.
D-DADDY...?
NO! YOU'RE NOT ...DADDY! DADDY DIED--WHEN I WAS SIX YEARS OLD! WHEN--
IT IS ME, SON. I'M HERE. AND IT'S ALL RIGHT.
BUT--IT'S NOT ALL RIGHT, DADDY. I'M IN PAIN. I'M WEAK! MY MIND... IS SO CONFUSED!
LISTEN TO ME, STEVIE. DO YOU REMEMBER--WHEN YOU WERE LITTLE--HOW WE'D JUST SIT AND TALK FOR HOURS? DO YOU REMEMBER WHAT I USED TO TELL YOU --ABOUT BELIEVING IN YOURSELF--
--AND IN YOUR DREAMS?
O-OF COURSE I DO, DADDY. I'VE NEVER FORGOTTEN...
THEN WHY ARE YOU JUST LAYING THERE LIKE A LUMP OF CLAY? WHERE'S THE STEVIE WHO USED TO LOOK ME SQUARE IN THE EYE AND SAY, "DADDY--I'M GONNA BE WHATEVER I WANT TO BE. NOBODY'S GONNA STOP ME. I'M GONNA FIGHT--
"--FIGHT TILL I WIN!"
AND I D-DID FIGHT,... FOR MYSELF. FOR MY COUNTRY. FOR MY DREAMS. I DID FIGHT-- AND I'M NOT GOING TO STOP NOW!
2

I'M NOT!!!
WELL, WADDAYA KNOW? LAUGHING-BOY'S AWAKE!
INDEED. I THOUGHT THE OPIUM DERIVATIVE WE INJECTED HIM WITH WOULD HAVE KEPT HIM SEDATED FOR ANOTHER HOUR, AT LEAST.
YOU ARE ALWAYS FULL OF SURPRISES, CAPTAIN-- AREN'T YOU?
V-VIPER--YOU BLOODSUCKER! WHERE AM I? WHAT HAVE YOU D-DONE--WITH JACK MONROE?
ON YOUR BELLY YOU SHALL CRAWL, AND DUST YOU SHALL EAT!


MONROE? IF YOU MEAN THAT COSTUMED CHILD YOU WERE WITH WHEN MY ASSAULT TEAM APPREHENDED YOU--HE WAS LEFT BEHIND.
YOU WERE MY TARGET, CAPTAIN. YOU ALONE.
Y-YOU MAY HAVE ME TRAPPED, VIPER... BUT I'M NOT...DEFEATED. WH-WHATEVER YOU'RE PLANNING--I'LL STOP YOU!
IS THAT A THREAT, CAPTAIN?
YOU ARE HARDLY IN A POSITION TO BANDY ABOUT THREATS!

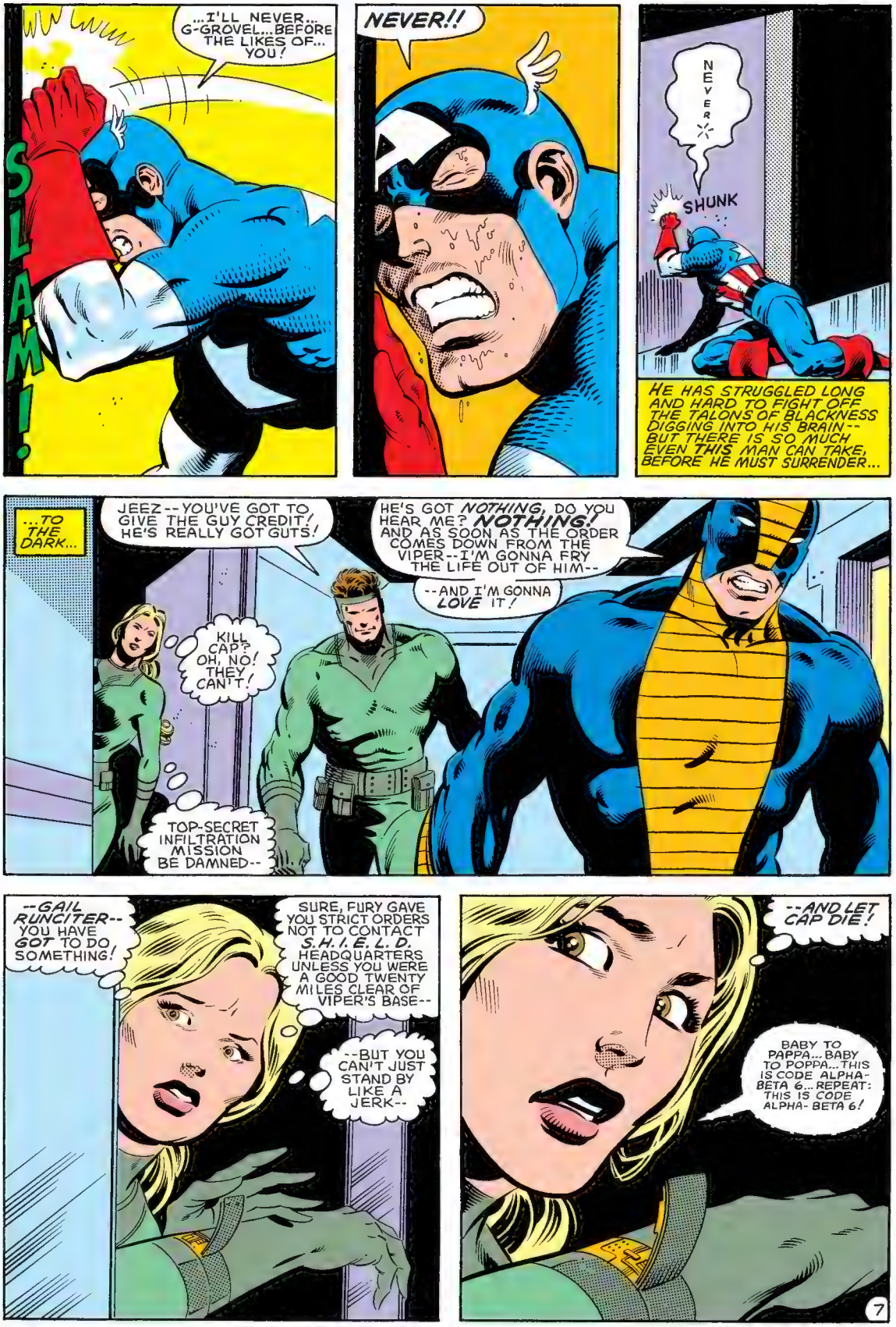
LOOK AT 'IM! THE GREAT CAPTAIN AMERICA--CRAWLIN' ON HIS KNEES! YOU SHOULD'VE LET ME KILL HIM WHEN I HAD THE CHANCE, VIPER!
ACCORDING TO THE REPORTS, CONSTRICTOR--YOU WERE A HAIRSBREADTH AWAY FROM DEFEAT--
--WHEN THE REST OF THE ASSAULT TEAM BROUGHT CAPTAIN AMERICA DOWN FROM BEHIND!

WERE IT NOT FOR MY FASCINATION WITH THE WORLD'S CRAWLING VERMIN--IN BOTH THEIR REPTILLIAN AND HUMAN FORMS--I WOULD HAVE NEVER FREED YOU FROM PRISON AND PLACED YOU IN A POSITION OF AUTHORITY WITHIN MY ORGANIZATION!
PLEASE DO NOT MAKE ME REGRET MY DECISION--


--FOR YOU WOULD NOT LIKE THE PAIN MY REGRET WOULD BRING YOU!
YEAH. SURE. YOU'RE THE BOSS.
FOR THE KINDA MONEY YOU'RE PAYING ME, LADY--I DON'T CARE IF YOU WALK ALL OVER ME! I'LL MAKE ME A BUNDLE--AND THEN TAKE A NICE, LONG WALK!
NOW, TO BUSINESS--
4

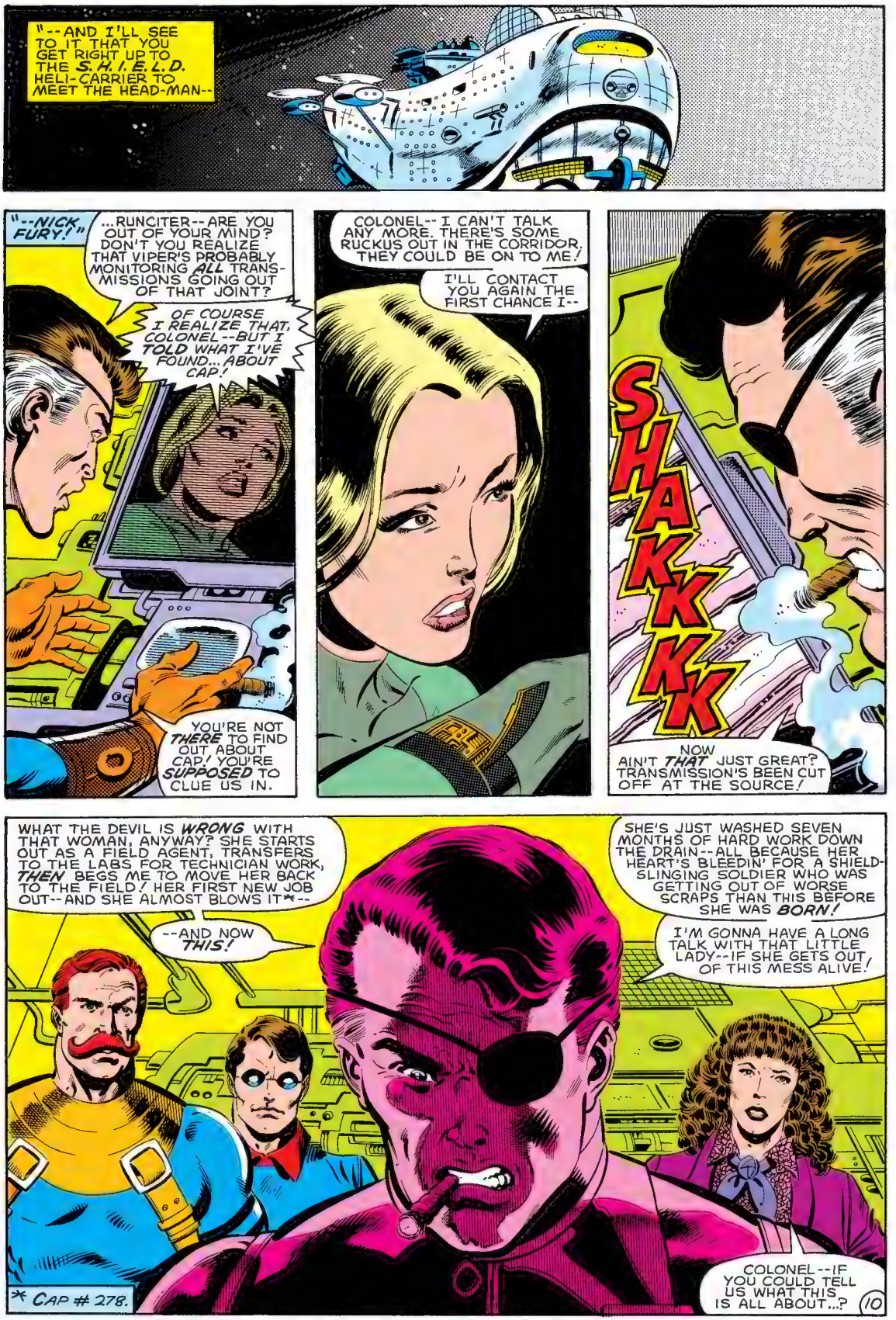
"--REMOVE THAT SHIELD-SLINGING ANIMAL FROM HIS CAGE!"
BLAST! HEAD'S STILL ACHING... MUSCLES FEEL LIKE SO MUCH SPAGHETTI... REFLEXES ARE PROBABLY WAY OFF--
--BUT IF I'M EVER GOING TO MAKE A BREAK... FOR F-FREEDOM ...IT'S GOT TO BE--
--NOW!
WHUPH!
VIPER'S JUST STANDING THERE-- WATCHING ME-- WAITING FOR ME TO FALL! BUT I'M NOT GOING TO FALL, BLAST IT--
--I'M NOT GOING TO--
BOOOPH
--FALL ACHHHH!
NICE TRY, FLAG-MAN--
5

--BUT NICE JUST AIN'T GOOD ENOUGH!
NOT WHEN I CAN WRAP MY ELECTRIFIED COIL AROUND YOUR THROAT--AND ROAST YOU LIKE A STAR-SPANGLED TURKEY!
OF COURSE THE BOSS-LADY DOESN'T WANT YOU DEAD JUST YET--SO I'LL KEEP THE CHARGE LOW ENOUGH TO BE... INTERESTING!
ARGH!
WELL DONE, CONSTRICTOR! AS FOR YOU, CAPTAIN--MY LACKEY IS CORRECT! I DO WANT YOU ALIVE... FOR NOW! I HAVE PLANS FOR YOU! GRAND PLANS!
BUT--ONE MORE IDIOTIC ESCAPE ATTEMPT--AND YOU SHALL BECOME FOOD FOR MY PETS--
--IS THAT CLEAR?
E-EXTREMELY CLEAR... VIPER!
BUT J-JUST YOU WAIT, WITCH!
JUST... YOU... WAIT!
...COME ON, FLAG-MAN--MOVE IT! WE'VE PREPARED A COZY LITTLE CUBBY HOLE FOR YOU TO ROT IN TILL VIPER'S READY TO SEE YOU AGAIN!
YOU T-TALK BIG... CONSTRICTOR... WH-WHEN YOU'RE DRAGGING A D-DRUGGED MAN... AROUND... ON A LEASH...
SHUT UP AND GET IN THERE, PUNK!
I-I'M... NOT THE PUNK... CONSTRICTOR! A-AND NO MATTER ...HOW MANY DRUGS... THEY PUMP ME WITH...
WHUDD!
6


...I'LL NEVER... G-GROVEL...BEFORE THE LIKES OF... YOU!
SLAM!
NEVER!!
NEVER!
SHUNK
HE HAS STRUGGLED LONG AND HARD TO FIGHT OFF THE TALONS OF BLACKNESS DIGGING INTO HIS BRAIN-- BUT THERE IS SO MUCH EVEN THIS MAN CAN TAKE, BEFORE HE MUST SURRENDER...
...TO THE DARK...
JEEZ--YOU'VE GOT TO GIVE THE GUY CREDIT! HE'S REALLY GOT GUTS!
HE'S GOT NOTHING, DO YOU HEAR ME? NOTHING! AND AS SOON AS THE ORDER COMES DOWN FROM THE VIPER--I'M GONNA FRY THE LIFE OUT OF HIM--
--AND I'M GONNA LOVE IT!
KILL CAP? OH, NO! THEY CAN'T!
TOP-SECRET INFILTRATION MISSION BE DAMNED--
--GAIL RUNCITER-- YOU HAVE GOT TO DO SOMETHING!
SURE, FURY GAVE YOU STRICT ORDERS NOT TO CONTACT S.H.I.E.L.D. HEADQUARTERS UNLESS YOU WERE A GOOD TWENTY MILES CLEAR OF VIPER'S BASE--
--BUT YOU CAN'T JUST STAND BY LIKE A JERK--
--AND LET CAP DIE!
BABY TO PAPPA...BABY TO POPPA...THIS IS CODE ALPHA-BETA 6...REPEAT: THIS IS CODE ALPHA-BETA 6!
7

SOME HOURS EARLIER, IN BROOKLYN HEIGHTS...
I JUST STOOD THERE LIKE A GOOD-FOR NOTHING JERK!
I JUST STOOD THERE --AND WATCHED THAT CONSTRICTOR CREEP TAKE CAP AWAY!
SOME HERO I AM! BUCKY, THE BOY WONDER! LESS THAN A WEEK OUT IN THE WORLD AGAIN-- AND I'VE ALREADY HELPED POUND A FEW NAILS IN MY IDOL'S COFFIN!
BUCKY... JACK... PLEASE-- DON'T DO THIS TO YOUR-SELF--OR TO ME! I'M SCARED ENOUGH AS IT IS!
STEVE ROGERS IS MORE TO ME THAN THE MASK AND SHIELD YOU WORSHIP! HE'S THE MAN I LOVE! AND WE'RE NOT GOING TO DO THAT MAN ANY GOOD BY INDULGING IN BREAST-BEATING HISTRIONICS!
LOOK, I UNDERSTAND HOW YOU FEEL. AND I--
YOU DO NOT UNDERSTAND HOW I FEEL, BERNIE! YOU CAN'T!
WHEN I WAS ONLY FIFTEEN YEARS OLD, I STARTED RUNNING AROUND IN THIS CRAZY COSTUME, FIGHTING SIDE-BY-SIDE WITH THE CAPTAIN AMERICA OF THE 1950's! BEFORE I KNEW IT, I'D BEEN FORCED INTO THE CRYOGENIC FREEZE, AWAKENED THIRTY YEARS LATER, AND BOOTED OUT INTO A WORLD MORE COMPLEX AND HORRIFYING THAN I'D EVER DREAMED!
I'VE BEEN THROUGH A LOT, LADY-- AND I THINK I DESERVE A FEW MINUTES OF SELF-PITY!
YOU CAN SPEND THE NEXT THIRTY YEARS WALLOWING IN IT FOR ALL I CARE, MISTER!
BUT WHILE YOU SULK-- BERNADETTE ROSENTHAL'S GOING TO GET OFF HER TUCHAS AND DO SOME-THING!
I'M GOING TO HELP STEVE-- AND I'LL DO IT WITH OR WITHOUT YOU!
8

HER WORDS CUT THROUGH HIS GRIEF--AND, THIRTY MINUTES LATER, IN HARLEM...
I HOPE WE HAVEN'T BOTHERED YOU, MISTER WILSON... SAM--
--BUT I JUST DIDN'T KNOW WHERE ELSE TO TURN. STEVE'S TOLD ME SO MUCH ABOUT YOU--ABOUT THE DAYS WHEN CAPTAIN AMERICA AND THE FALCON WERE A TEAM --THAT I FEEL AS IF I KNOW YOU...
I FEEL THE SAME WAY, ABOUT YOU, BERNIE-- AND OF COURSE YOU HAVEN'T BOTHERED ME!
BUT, ABOUT CAP'S PREDICAMENT... THERE IS A PROBLEM...
...YOU PROBABLY KNOW THAT I'M IN THE MIDDLE OF A VERY HEATED CONGRESSIONAL CAMPAIGN--AND ONE OF MY PROMISES TO THE PEOPLE OF THIS DISTRICT WAS THAT THE FALCON WOULD STAY RETIRED... FOREVER.
IF I GO RUSHING OFF PLAYING SUPER-HERO AGAIN-- I'D BE VIOLATING A TRUST THAT'S ALREADY TOO SHAKY. I'D--
AND WHAT ABOUT THE TRUST CAP PUTS IN YOU, BLACK MAN? DON'T YOU EVEN CARE THAT YOUR FRIEND IS IN TROUBLE? DON'T YOU--
LISTEN UP, JUNIOR! CAP AND I HAVE LAID OUR LIVES ON THE LINE FOR EACH OTHER A HUNDRED TIMES OVER! THAT MAN AND I ARE JOINED AT THE SOUL! WE'RE BROTHERS!
AND THE DAY I NEED A RACIST REFUGEE FROM THE 1950's REMINDING ME ABOUT THAT--IS THE DAY I ROLL MYSELF OVER IN MY GRAVE! HAVE YOU GOT THAT, JUNIOR?
HAVE YOU?!
I... I'M SORRY.
I...GUESS OLD PATTERNS DIE HARD. I'M A JACKASS- I KNOW IT.
AH... YOU'RE NOT A JACKASS. YOU'RE JUST WORRIED. WE ALL ARE. BUT FREAKIN' OUT'S NOT THE ANSWER.
THEN-- WHAT IS?
YOU'RE NOT THINKING STRAIGHT, KID. FIRST SIGN OF TROUBLE AND YOU SHOULD'VE GONE RIGHT BACK TO THE FOLKS WHO NURSEMAIDED YOU OUT OF YOUR THIRTY YEAR DEEP-FREEZE!
YOU MEAN-- S.H.I.E.L.D.?
YOU'VE GOT IT! LEMME MAKE A QUICK PHONE CALL--
9

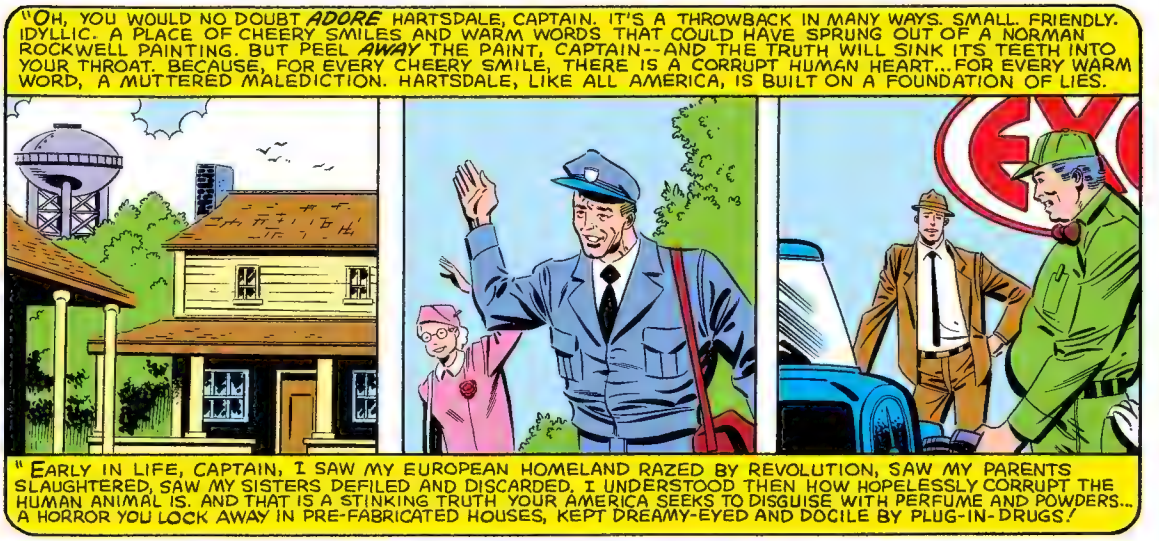

"--AND I'LL SEE TO IT THAT YOU GET RIGHT UP TO THE S.H.I.E.L.D. HELI-CARRIER TO MEET THE HEAD-MAN--
"--NICK FURY!"
...RUNCITER--ARE YOU OUT OF YOUR MIND? DON'T YOU REALIZE THAT VIPER'S PROBABLY MONITORING ALL TRANSMISSIONS GOING OUT OF THAT JOINT?
OF COURSE I REALIZE THAT, COLONEL--BUT I TOLD WHAT I'VE FOUND...ABOUT CAP!
YOU'RE NOT THERE TO FIND OUT ABOUT CAP! YOU'RE SUPPOSED TO CLUE US IN.
COLONEL--I CAN'T TALK ANY MORE. THERE'S SOME RUCKUS OUT IN THE CORRIDOR. THEY COULD BE ON TO ME!
I'LL CONTACT YOU AGAIN THE FIRST CHANCE I--
SHAKKKK
NOW AIN'T THAT JUST GREAT? TRANSMISSION'S BEEN CUT OFF AT THE SOURCE!
WHAT THE DEVIL IS WRONG WITH THAT WOMAN, ANYWAY? SHE STARTS OUT AS A FIELD AGENT, TRANSFERS TO THE LABS FOR TECHNICIAN WORK, THEN BEGS ME TO MOVE HER BACK TO THE FIELD! HER FIRST NEW JOB OUT--AND SHE ALMOST BLOWS IT*--
--AND NOW THIS!
SHE'S JUST WASHED SEVEN MONTHS OF HARD WORK DOWN THE DRAIN--ALL BECAUSE HER HEART'S BLEEDIN' FOR A SHIELD-SLINGING SOLDIER WHO WAS GETTING OUT OF WORSE SCRAPS THAN THIS BEFORE SHE WAS BORN!
I'M GONNA HAVE A LONG TALK WITH THAT LITTLE LADY--IF SHE GETS OUT OF THIS MESS ALIVE!
COLONEL--IF YOU COULD TELL US WHAT THIS IS ALL ABOUT...?
* CAP # 278.
10

VIPER'S BEEN A THORN IN OUR SIDE SINCE THE DAYS SHE WAS CALLIN' HERSELF MADAME HYDRA. A DOZEN TIMES WE'VE ALMOST LAID OUR HANDS ON HER--AND A DOZEN TIMES SHE'S SLITHERED AWAY!
A WHILE BACK, WE GOT WORD THAT SHE HAD SOME NEW PROJECT ON THE BACK BURNERS. AFTER MONTHS OF GROUNDWORK THAT LEFT A COUPLE OF FIELD AGENTS BELLY UP IN SAN FRANCISCO BAY--WE MANAGED TO SLIP RUNCITER INTO VIPER'S ORGANIZATION--
--AND OUT TO HER MAIN COMMAND CENTER IN ILLINOIS. A COMMAND CENTER LOCATED SMACK IN THE MIDDLE OF A LITTLE TOWN CALLED HARTSDALE...POPULATION 15,000.
ALL WE KNOW SO FAR IS THAT VIPER'S WORKIN' ON SOMETHING RELATED TO GERM WARFARE. SOMETHING DANGEROUS ENOUGH TO WARRANT EXTREME CAUTION.
WE CAN'T RISK BLASTING OUR WAY IN THERE WITH ATTACK SQUADS WHEN THERE ARE SO MANY INNOCENT LIVES ON THE LINE--
--AND SO WE WERE GONNA WAIT UNTIL RUNCITER COULD AMASS ENOUGH INFORMATION--WHICH SHE WAS GONNA TRANSMIT OUT IN CODE--AND MAKE OUR DECISIONS FROM THERE.
BUT, NOW THAT WINGHEAD'S BLUNDERED IN--
BLUNDERED IN?!
I'D HARDLY CALL BEING BEATEN, KIDNAPPED, AND DRUGGED "BLUNDERING IN."
CAP'S LAST LADY, SHARON CARTER, WAS ONE OF MY OWN AGENTS AND I DIDN'T TAKE THIS KINDA GUFF FROM HER--SO YOU CAN BE SURE I'M NOT GONNA TAKE IT FROM YOU, ROSENTHAL! NOW CLAM UP!
BUT I... I...
UH... COLONEL...?
11

YOU'VE KEPT ME ON HOLD HERE AT S.H.I.E.L.D.'s SAN FRANCISCO OFFICE FOR NEARLY AN HOUR NOW! SINCE I'VE ALREADY TOLD YOU WHAT I DISCOVERED SINCE MY LAST ENCOUNTER WITH VIPER*, I DON'T SEE WHY--
YEAH, SPIDER-WOMAN --AND WE APPRECIATE THE TIP. BUT WHAT'RE THE CHANCES OF YOU LENDING A LITTLE PHYSICAL ASSISTANCE?
I WISH I COULD, COLONEL--
--BUT I'VE GOT A FEW VERY PRESSING PROBLEMS OF MY OWN TO CLEAR UP RIGHT NOW** AND--
* LAST ISSUE. ** IN THE SOON-TO-BE-CLASSIC SPIDER-WOMAN #50.
YEAH, WELL... YOU'VE HELPED PULL OUR FAT OUTTA THE FIRE ENOUGH IN THE PAST, WEB-LADY--I GUESS I CAN LET YOU SLIDE THIS TIME. TAKE CARE OF YOURSELF. FURY OUT.
YOU, TOO, COLONEL. SPIDER-WOMAN OUT.
TOO BAD SHE COULDN'T PITCH IN. WE NEED SOMEONE LIKE HER. ONE SKILLED FIGHTER WHO CAN BREACH VIPER'S DEFENSES AND--
HOW ABOUT SOMEONE WHO'S TACKLED COMMIES LIKE THE RED SKULL, ELECTRO, AND THE MAN WITH NO FACE--AND LIVED TO TELL THE TALE.
THIS AIN'T THE FIFTIES ANY MORE, MONROE, AND YOU--
--YOU--
--Y'KNOW-- YOU MAY JUST HAVE SOMETHING THERE!
...WELL, STEVIE--1929 SEEMS TO BE SHAPING UP INTO ONE OF THOSE YEARS THAT ARE MIGHTY HARD TO STRUGGLE THROUGH.
AND, ACCORDING TO THE PAPERS, IT'S NOT GOING TO GET MUCH BETTER. BUT-- YOU KNOW WHAT I THINK?
WHAT, DADDY?
I THINK THIS COUNTRY OF OURS IS TOUGH! WE CAN TAKE ANYTHING FATE DISHES OUT, CHEW IT UP, AND SPIT IT RIGHT BACK IN HER FACE.
NO MATTER HOW HARD LIFE EVER GETS FOR YOU, SON-- I WANT YOU ALWAYS TO REMEMBER THAT.
I WILL, DADDY... I--
12

--WILL!
DADDY--?!
WHA... WHERE...? OH. I R-REMEMBER NOW. IT WAS... VIPER. THE DRUGS. THE DREAMS. S-SO REAL. SO REAL.

AND IN TIME, CAPTAIN, YOU MAY COME TO ENJOY YOUR DELUSIONS. YOU HAVE, AFTER ALL, SPENT YOUR ENTIRE LIFE CHASING DREAMS.
BUT EVEN DREAMS CAN DIE--AS YOU WILL SOON LEARN.
ALWAYS READY WITH A...CRYPTIC COMMENT...EH, V-VIPER? YOU NEVER COULD... COME RIGHT OUT... AND SAY WH-WHAT'S ON YOUR MIND...
WHAT IS ON MY MIND, DEAR ENEMY, IS YOUR AMERICA... AN AMERICA VERY MUCH EMBODIED IN THE TOWN BENEATH WHICH THIS THIS COMMAND CENTER IS BUILT.

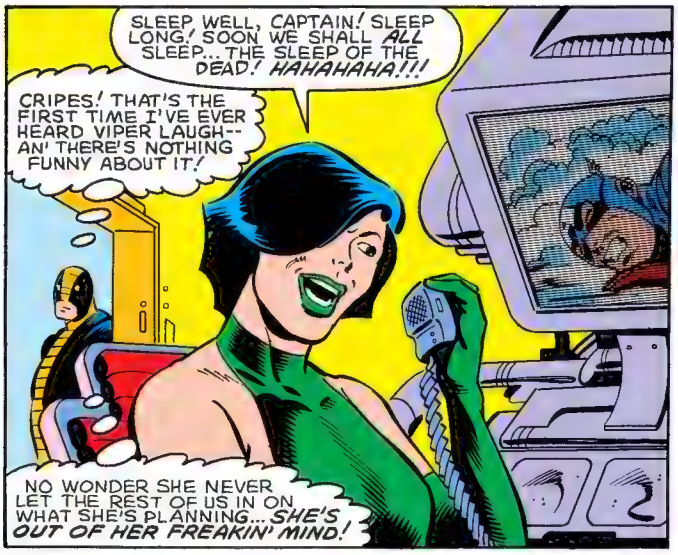

"OH, YOU WOULD NO DOUBT ADORE HARTSDALE, CAPTAIN. IT'S A THROWBACK IN MANY WAYS. SMALL. FRIENDLY. IDYLLIC. A PLACE OF CHEERY SMILES AND WARM WORDS THAT COULD HAVE SPRUNG OUT OF A NORMAN ROCKWELL PAINTING. BUT PEEL AWAY THE PAINT, CAPTAIN--AND THE TRUTH WILL SINK ITS TEETH INTO YOUR THROAT. BECAUSE, FOR EVERY CHEERY SMILE, THERE IS A CORRUPT HUMAN HEART... FOR EVERY WARM WORD, A MUTTERED MALEDICTION. HARTSDALE, LIKE ALL AMERICA, IS BUILT ON A FOUNDATION OF LIES.
"EARLY IN LIFE, CAPTAIN, I SAW MY EUROPEAN HOMELAND RAZED BY REVOLUTION, SAW MY PARENTS SLAUGHTERED, SAW MY SISTERS DEFILED AND DISCARDED. I UNDERSTOOD THEN HOW HOPELESSLY CORRUPT THE HUMAN ANIMAL IS. AND THAT IS A STINKING TRUTH YOUR AMERICA SEEKS TO DISGUISE WITH PERFUME AND POWDERS... A HORROR YOU LOCK AWAY IN PRE-FABRICATED HOUSES, KEPT DREAMY-EYED AND DOCILE BY PLUG-IN-DRUGS!

"AND THAT IS WHY HUMANKIND'S END MUST--AND WILL--BEGIN HERE, IN THE VERY HEART OF DECEPTION!
"YOU SEE, CAPTAIN, MY SCIENTISTS HAVE BEEN HARD AT WORK, DEVELOPING THE MEANS OF MAN'S ERADICATION.

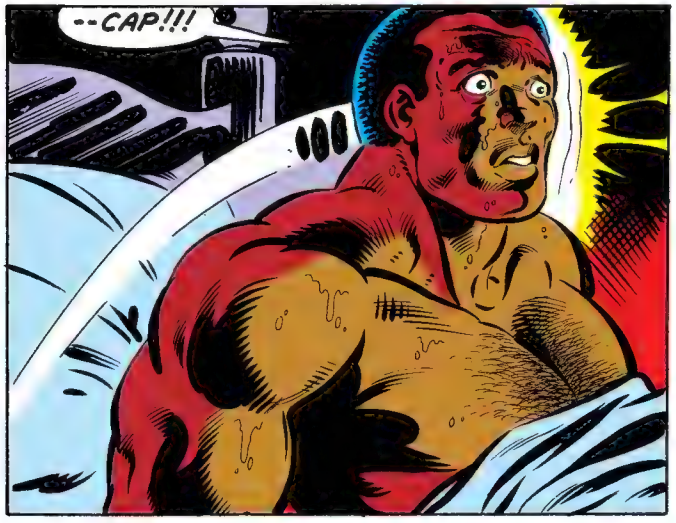
"WE BEGAN EXPERIMENTING WITH MY PRECIOUS SNAKES--THEN MOVED ON TO HUMAN SUBJECTS, TESTING AND RE-TESTING UNTIL WE WERE ABSOLUTELY CERTAIN--

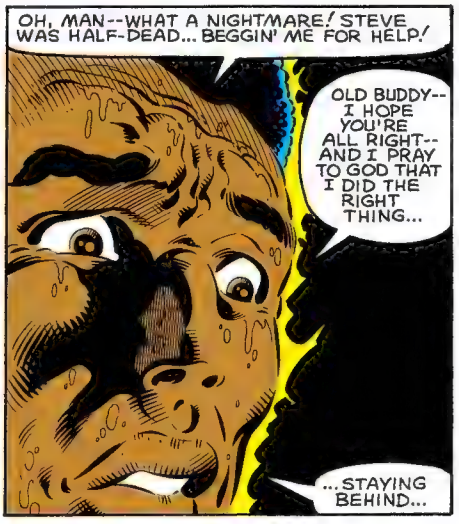
"--THAT THE BUBONIC PLAGUE--THE FEARSOME BLACK DEATH THAT RAVAGED THIS EARTH IN THE FOURTEENTH CENTURY--HAD BEEN RESURRECTED--MORE DEADLY, MORE DEVASTATING, MORE UNCONTROLLABLE THAN EVER BEFORE!"
13

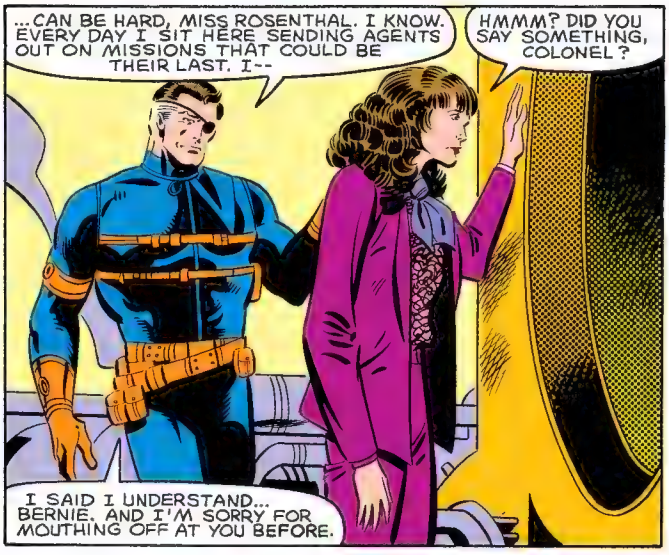
"THE NEW PLAGUE WILL SLITHER THROUGH HARTSDALE, RIDING THE BACKS OF SNAKES INFECTED WITH THE STRAIN.
"WITHIN WEEKS, THIS QUAINT LITTLE CITY--WILL BE NO MORE!
"BUT THE BLACK DEATH... AH, IT, WILL BE ALIVE AND WELL--
"--MOVING OUT ACROSS THE WORLD, EYES GLEAMING, JAWS WIDE... DEVOURING EVERYTHING IN ITS PATH!"
"SWEET ANGEL OF DEATH--
"--IN THE BODY OF A SNAKE!"
V-VIPER... IN THE NAME OF HEAVEN... Y-YOU CAN'T DO THIS! YOU CAN'T!
I CAN INDEED, CAPTAIN!
AND YOU WILL BE THERE-- TO PLAY A MOST IMPORTANT ROLE--
"--WHEN, FOR THE SECOND AND FINAL TIME, THE SERPENT CASTS MAN OUT OF THE GARDEN!"
YOU CAN'T...YOU CAN'T... YOU CAN'T... YOU CAN'T... YOU CAN'T YOU CAN'T
YOU CAN'T
THE THICK CLOYING GAS POURS OUT FROM THE VIEW-SCREEN, FILLING CAP'S LUNGS, SWIMMING THROUGH HIS HEAD, DRIVING HIM DOWN.
AND, AS UNCONSCIOUSNESS ONCE MORE EMBRACES HIM, AMERICA'S GREATEST HERO SEEMS TO SEE EVERYWHERE: THE EYES OF THE SERPENT, EAGER AND BRIGHT.
14


SLEEP WELL, CAPTAIN! SLEEP LONG! SOON WE SHALL ALL SLEEP... THE SLEEP OF THE DEAD! HAHAHAHA!!!
CRIPES! THAT'S THE FIRST TIME I'VE EVER HEARD VIPER LAUGH-- AN' THERE'S NOTHING FUNNY ABOUT IT!
NO WONDER SHE NEVER LET THE REST OF US IN ON WHAT SHE'S PLANNING... SHE'S OUT OF HER FREAKIN' MIND!

I SIGNED ON HERE TO MAKE SOME QUICK BUCKS AND PAY THE FLAG-MAN BACK FOR TROUNCING ME LAST TIME WE MET--NOT TO WRITE OUT A DEATH WARRANT FOR THE HUMAN RACE!
I'M IN OVER MY HEAD AND, MUCH AS I HATE TO ADMIT IT, THERE'S ONLY ONE GUY AROUND HERE WITH THE SMARTS TO GET US OUTTA THIS...


--CAP!!!


OH, MAN--WHAT A NIGHTMARE! STEVE WAS HALF-DEAD... BEGGIN' ME FOR HELP!
OLD BUDDY-- I HOPE YOU'RE ALL RIGHT-- AND I PRAY TO GOD THAT I DID THE RIGHT THING...
...STAYING BEHIND...


...CAN BE HARD, MISS ROSENTHAL. I KNOW. EVERY DAY I SIT HERE SENDING AGENTS OUT ON MISSIONS THAT COULD BE THEIR LAST. I--
HMMM? DID YOU SAY SOMETHING, COLONEL?
I SAID I UNDERSTAND... BERNIE. AND I'M SORRY FOR MOUTHING OFF AT YOU BEFORE.

YES...OF COURSE YOU ARE.
STEVE!
15

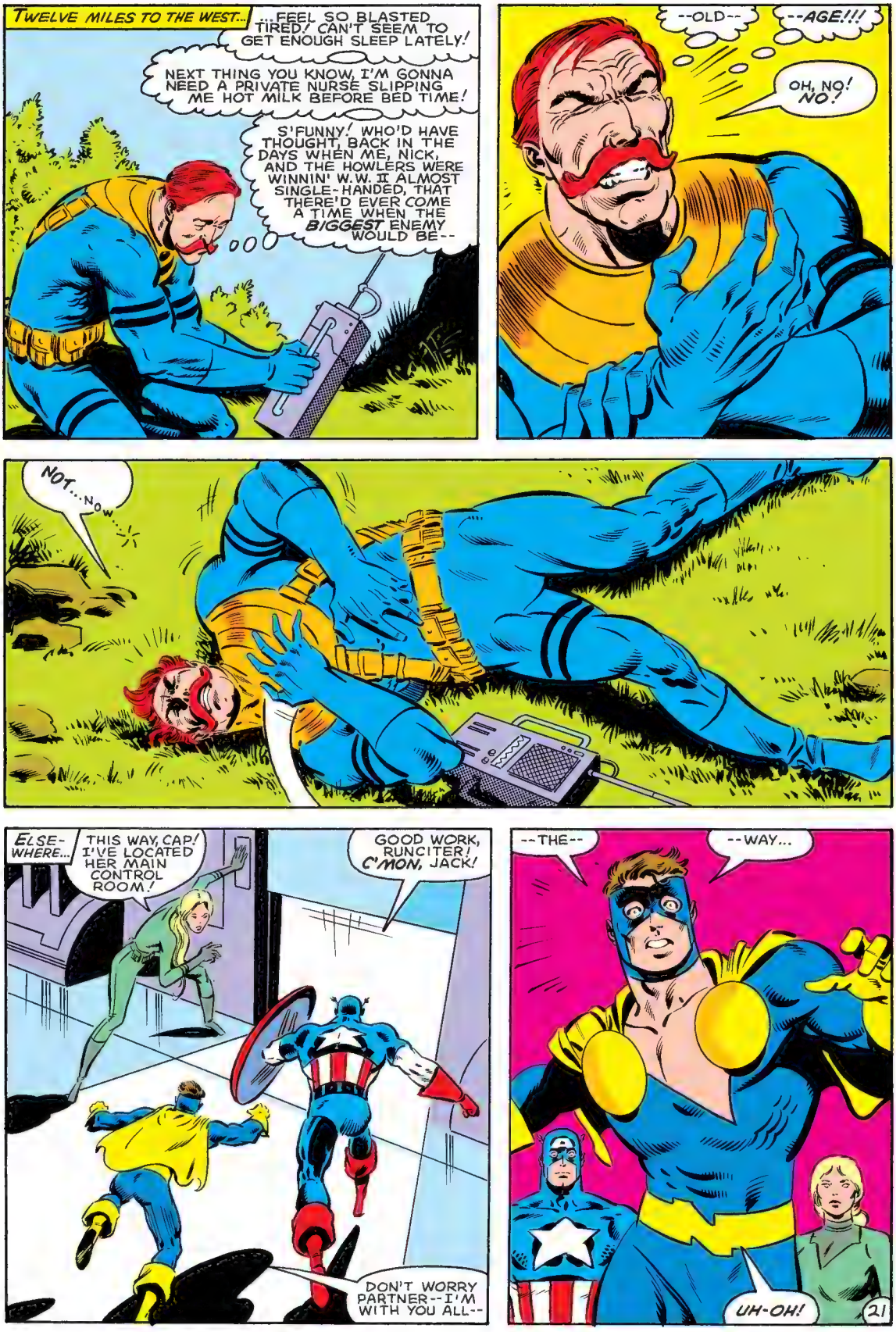
NOW REMEMBER, KID--WE DON'T WANT YOU PLAYING ERROL FLYNN./ NO GRANDSTANDING...NO THEATRICS! THERE ARE TOO MANY INNOCENT LIVES ON THE LINE!
YOU JUST INFILTRATE VIPER'S BASE, DO YOUR DARNDEST TO FIND CAP AND RUNCITER--AND THEN GET THEM... AND YOU... THE DEVIL OUT OF THERE!
IF IT LOOKS LIKE YOU CAN'T MAKE IT OUT--YOU RADIO EVERY PIECE OF INFORMATION YOU'VE GOT TO US--AND WE'LL TAKE IT FROM THERE.
THE BOTTOM LINE IS THIS: HARTSDALE'S GOTTA BE SAVED!
IN OTHER WORDS: I'M EXPENDABLE.
WE'RE ALL EXPENDABLE, KID. THAT'S THE NATURE OF THE GAME.
OKAY, DUGAN-- I GOT YOU. NOW WOULD YOU MIND TELLING ME WHY FURY WANTED ME SUITED UP LIKE THIS? I THINK MY BUCKY UNIFORM'S A LITTLE MORE DISCREET AND--
KID, THAT GET-UP YOU'RE WEARING BELONGED TO A FELLA NAMED NOMAD, AND NOMAD JUST HAPPENED TO BE--STEVE ROGERS!
STEVE--? YOU CAN'T MEAN THAT THERE WAS A TIME WHEN HE'D STOPPED BEING... CAPTAIN AMERICA!
'FRAID THERE WAS, JUNIOR-- BUT IT DIDN'T LAST LONG.
IN FACT, THE ONLY THING THIS NOMAD EVER DID WAS TO HAND THE VIPER HER MOST HUMILIATING DEFEAT!* SHE NEVER KNEW CAP AND NOMAD WERE ONE AND THE SAME--SO FURY FIGURED IT'D BE PSYCHOLOGICALLY ADVANTAGEOUS TO HAVE ANOTHER NOMAD ON THE SCENE.
LET'S FACE IT, EVERY LITTLE BIT--
*BACK IN CAP #182.
--HELPS...!!
DUGAN-- WHAT IS IT?!
NOTHIN', KID. DON'T WORRY ABOUT ME. JUST MAKE SURE THAT PARA-CHUTE'S ON RIGHT AND HEAD FOR THE DOOR--
16

"--WE'RE DIRECTLY OVER TARGET ZERO!
"AN' REMEMBER--IF THE SITUATION GETS CRITICAL--USE THAT SIGNALLING DEVICE WE IMPLANTED IN YOUR CHEST-SHIELDS.
" I'M GONNA BE PARKING THIS BUGGY IN THE WOODS ABOUT TEN MILES FROM HERE.
"YOU BUZZ--AN' OLD DUM DUM WILL COME A'RUNNING!
"GOOD LUCK, KID!"
THANKS, DUGAN. I'M GONNA NEED IT!
C'MON, JACK--THAT'S NO WAY TO THINK. YOU VOLUNTEERED FOR THIS JOB BECAUSE YOU WANTED TO PROVE TO YOURSELF--AND TO CAP--THAT YOU COULD HOLD YOUR OWN! THAT YOU'RE SOMETHING MORE THAN AN OVER-THE-HILL BOY SIDEKICK!
AND MAYBE THIS IS THE BEST WAY TO DO IT--WITH A NEW COSTUME--
--AND A NAME THAT'S PERFECTLY SUITED TO A GUY WHO'S TOTALLY OUT OF PLACE IN THIS WORLD... THIS TIME!
IF THERE WAS ANYONE BORN TO BE CALLED NOMAD, IT WAS--
--ME...??!!
17

NOW ISN'T THAT A LOVELY SIGHT?
I WONDER IF IT'S TOO LATE TO GO BACK INTO MY CRYOGENIC FREEZE?
EASY, JACK. EASY. DON'T GET SCARED OFF BY THAT THING. IT'S JUST WHAT VIPER WANTS.
SHE'S EXPECTING SHIELD TO SEND SOMEONE IN--AND SHE'D LIKE NOTHING MORE THAN TO HAVE THAT SOMEONE SHAKING IN HIS BOOTS BEFORE SHE MAKES HER--
--MOVE...?!
OH, BOY! VIPER DOESN'T BELIEVE IN WAITING, DOES SHE?
THESE ODDS AREN'T VERY ENCOURAGING--BUT THAT FACT WOULDN'T STOP CAP--
--AND I CAN'T LET IT STOP--NOMAD!!
WHAM!
18

HAVE TO KEEP ON THE OFFENSIVE!
BASH!
CAN'T LET UP FOR SO MUCH AS A--
--SECOND...?
TERRIFIC! I'M SO ACCUSTOMED TO WORKING WITH A PARTNER THAT I WASN'T WATCHING MY BACK! I LET MYSELF GET GRABBED FROM BEHIND!
WHEW! DODGED THAT PUNCH BUT--
KRA KKKK
BLAST! THAT REALLY HURT!
BUT THEN, SUDDENLY...
...A RED, WHITE, AND BLUE-GARBED WHIRLWIND EMERGES FROM THE VERY TUNNEL THAT SPIT UP THE VIPER'S MINIONS!
GRIM, WORDLESS, CAPTAIN AMERICA PLOWS THROUGH NOMAD'S ATTACKERS...
...HIS EVERY BLOW HAMMERING HOPE INTO JACK MONROE'S HEART!
19

EVERYTHING MONROE ADMIRES--EVERYTHING HE SO DESPERATELY WANTS TO BE--IS EMBODIED IN THIS MAN! THIS LEGEND!
SKRAAK
AS LONG AS THERE IS A CAPTAIN AMERICA TO STAND AND FIGHT, TO DRIVE DOWN THOSE WHO WOULD SEE DREAMS DESTROYED, IDEALS CORRUPTED, JACK MONROE WILL NOT SURRENDER!
WHANG-O
-GZOOO
NO, HE WILL ONLY FIGHT ALL THE HARDER...
...IN FREEDOM'S NAME!
CAP! HOW DID YOU--?
IT'S A LONG STORY! TOO LONG TO GO INTO NOW!
SLAMM!
THE IMPORTANT THING IS, WE'VE GOT VIPER ON THE RUN! AGENT RUNCITER IS WAITING FOR US INSIDE! NOW, C'MON--THERE'S WORK TO BE DONE!
UH... SURE, CAP! BUT DON'T YOU THINK WE SHOULD RADIO SHIELD? IF YOU'VE GOT VIPER ON THE DEFENSIVE, NOW WOULD BE THE PERFECT TIME FOR FURY TO--
DON'T QUESTION MY ORDERS, KID--JUST MOVE!
SURE, CAP. WHATEVER YOU SAY.
THERE IS A MOMENTARY FLICKER OF DOUBT IN NOMAD'S MIND, BUT HE PUSHES IT AWAY. IN HIS DAY, DOUBT WAS THE ENEMY, ACCEPTANCE, THE RULE. HE SEES NO REASON TO CHANGE THAT NOW.
20


TWELVE MILES TO THE WEST...
I FEEL SO BLASTED TIRED! CAN'T SEEM TO GET ENOUGH SLEEP LATELY!
NEXT THING YOU KNOW, I'M GONNA NEED A PRIVATE NURSE SLIPPING ME HOT MILK BEFORE BED TIME!
S'FUNNY! WHO'D HAVE THOUGHT, BACK IN THE DAYS WHEN ME, NICK, AND THE HOWLERS WERE WINNIN' W.W. II ALMOST SINGLE-HANDED, THAT THERE'D EVER COME A TIME WHEN THE BIGGEST ENEMY WOULD BE--
--OLD--
--AGE!!!
OH, NO! NO!
NOT...NOW...
ELSE-WHERE...
THIS WAY, CAP! I'VE LOCATED HER MAIN CONTROL ROOM!
GOOD WORK, RUNCITER! C'MON, JACK!
DON'T WORRY PARTNER--I'M WITH YOU ALL--
--THE--
--WAY...
UH-OH!
21

WE... HAVE...DONE...AS...YOU... COMMANDED... MISTRESS! THE SHIELD... OPERATIVE... IS...IN...YOUR...HANDS!
INDEED HE IS!
INDEED HE IS, MY MIND-CONTROLLED PUPPETS!
DUGAN--!!
KLIK
BEEEP. BEEEP. BEEEP. BEEEP.
NEXT: "AMERICA... THE CURSED!"

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"THAT MUSIC IN THE DISTANCE... SO FAMILIAR... WHAT *IS* IT? "*PENNIES FROM HEAVEN?*" LORD, I HAVEN'T HEARD THAT SINCE--
"BUT, WAIT--WHERE AM I? LOST AGAIN? LOST. LOST. NO!
"FOUND.
"I'M HOME.
STEVEY--HAVE YOU HEARD A SINGLE WORD THAT I'VE SAID?
SORRY, DADDY. I WAS THINKIN'.
YOU'VE GOT TO COME DOWN TO EARTH SOMETIMES, SON. YOU CAN'T SPEND ALL DAY WITH YOUR HEAD IN THE CLOUDS.
LOOK WHO'S TALKING! *JOSEPH ROGERS*... A MAN WHO HASN'T TOUCHED GROUND SINCE THE DAY I MET HIM!
"MOM. DAD. ALIVE AGAIN. IT'S SO GOOD TO SEE THEM. SO WARM. SO... SECURE. OH, I *WANT* TO FEEL SECURE. THE WORLD CAN BE SO BIG. SO BAD. BAD. BAD. BAD. BAD *BAD.*

YOU'RE SO MUCH LIKE YOUR FATHER, STEVEY: A BORN DREAMER. BUT THERE'S SOMETHING YOU'VE GOT TO REMEMBER. EVEN IF YOUR EVERY DREAM COMES TRUE-- IT WON'T MEAN A THING UNLESS YOU'VE REACHED OUT... AND HELPED SOMEONE ELSE ALONG THE WAY.
DON'T EVER FORGET THAT, STEVEY.
I WON'T, MOMMY.
THEY WERE GOOD PEOPLE, WEREN'T THEY, STEVE? IT DIDN'T MATTER THAT YOU WERE POOR...THAT YOUR DAD WRESTLED WITH A BOTTLE FOR MOST OF HIS LIFE. THEY FILLED YOUR HEART TO OVERFLOWING. THEY GAVE YOU A GOOD LIFE.
WE'LL HAVE A GOOD LIFE TOGETHER, STEVE... I PROMISE YOU THAT.
B-BERNIE? HOW CAN YOU BE... HERE?
"SHE ISN'T ANSWERING, AND SHE SUDDENLY LOOKS SO PALE... SO FRIGHTENED.
DON'T BE FRIGHTENED, BERNIE!
STEVE...
"DON'T BE FRIGHTENED!
STEVE!
BERNIE!!
NO, BERNIE! THIS--
"--CAN'T BE! THIS CAN'T BE!
"YOU SAID WE'D SHARE A GOOD LIFE...LIKE THE LIFE I HAD WITH MOM AND DAD!
SSSSSSSSSS
"YOU PROMISED, BERNIE!
"YOU PROMISED!"
2

Stan Lee PRESENTS:
AMERICA THE CURSED!
STARRING
CAPTAIN AMERICA!®
LIVING LEGEND OF WORLD WAR II!
C'MON, MAN-- SNAP OUT OF IT! SNAP--
WHAT SEEMS TO BE THE PROBLEM HERE, CONSTRICTOR?
UH... NOTHING, VIPER. THE FLAG-MAN'S JUST FREAKIN' OUT A LITTLE TOO MUCH FROM ALL THOSE DRUGS WE'VE BEEN PUMPIN' HIM UP WITH!
ALL THE BETTER. WHAT ABOUT THE OTHER TWO?
3

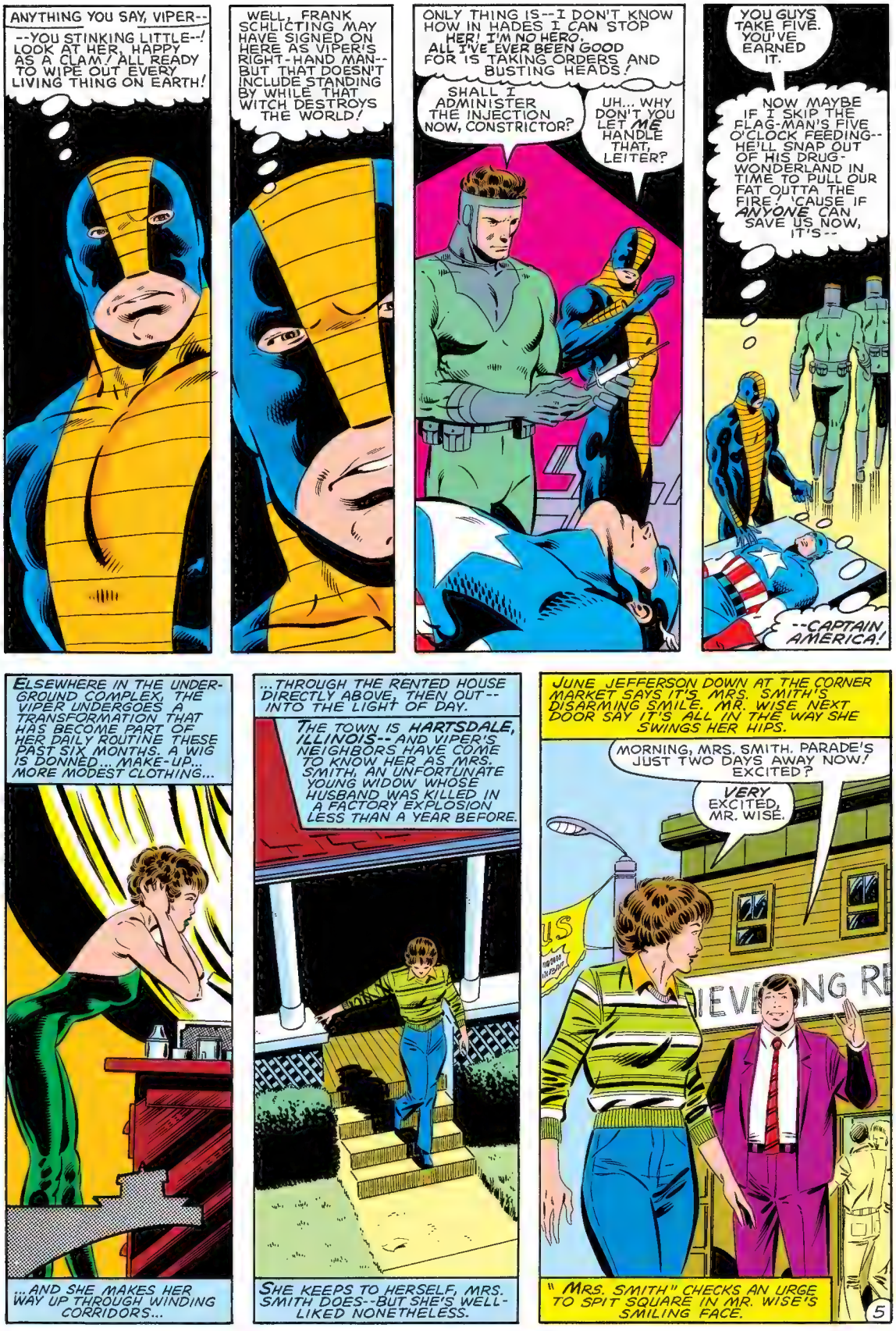
LITTLE MISS S.H.I.E.L.D. AGENT DIDN'T HAVE ANYTHING NEW TO TELL US--BUT THE COSTUMED KID'S REALLY BEEN RESPONDING. TRUTH-SERUM'S HAD HIM BABBLING AWAY!
AND...?
HE'S THE SAME KID WHO WAS WITH THE FLAG-MAN WHEN WE ATTACKED HIM BACK IN NEW YORK.* S.H.I.E.L.D. SENT HIM OUT TO RESCUE CAP AND THE GIRL--AND GET THE LOW DOWN ON YOUR OPERATION!
I SEE. AND WHY IS HE WEARING THE UNIFORM OF MY OLD ENEMY, NOMAD?
*CAP # 281.

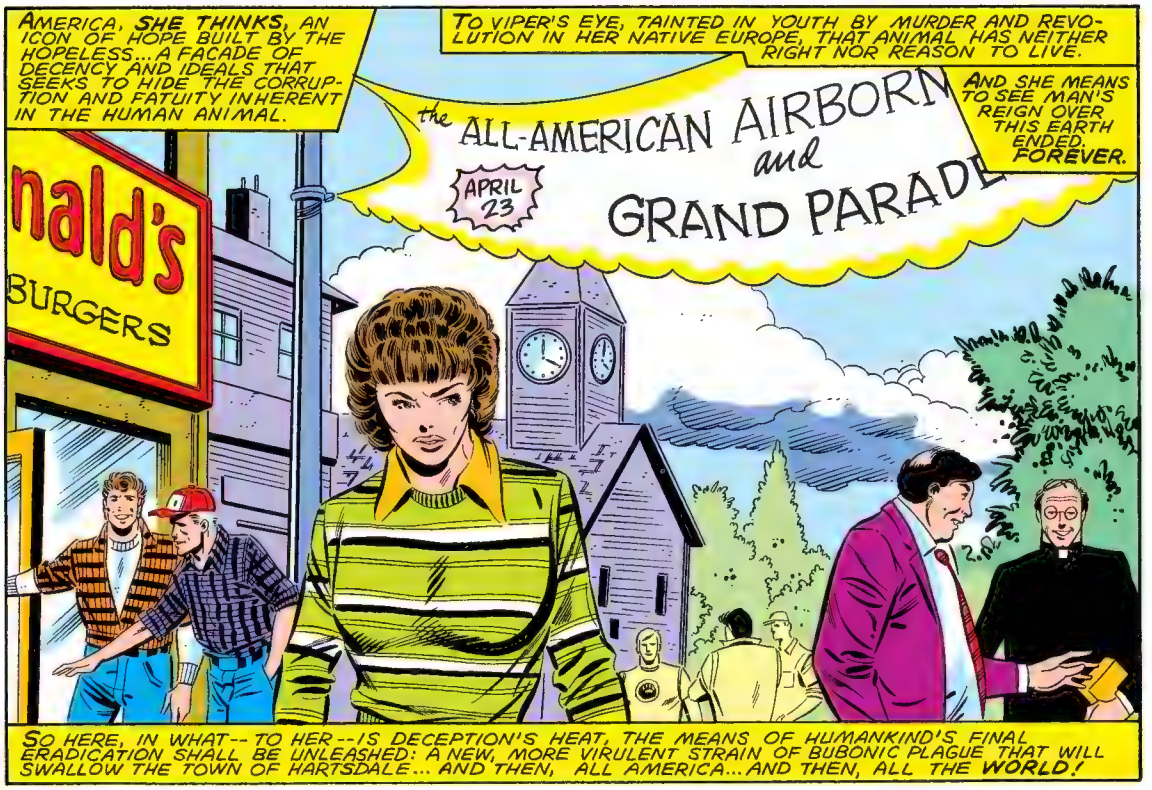
S.H.I.E.L.D. FIGURED THAT--IF THEY COULD SEND IN A RINGER FOR A GUY WHO TROUNCED YOU ONCE BEFORE--THEY COULD PSYCHE YOU OUT... MAKE YOU SLIP UP. WE DISCOVERED SOMETHING ELSE REALLY INTERESTING, TOO.
THEN SPIT IT OUT!

THAT FIRST NOMAD--THE ONE WHO STOPPED YOU DURING THE SERPENT CROWN MESS A FEW YEARS BACK*--
--WAS NONE OTHER THAN CAPTAIN AMERICA... IN DISGUISE!
I SEE. I SEE!
* BACK IN CAP # 182.

THIS IS ALL TOO PERFECT! BEFORE UNLEASHING MY MASTER PLAN UPON THE WORLD, I VERY MUCH WANT TO PAY BACK THOSE FEW ANIMALS WHO DARED BEST ME IN THE PAST!
NOW I FIND OUT THAT THIS SHIELD-SLINGING PIG--IS TWO OF THEM!

ALRIGHT, THEN--I WANT THESE THREE INJECTED WITH THE OPIUM DERIVATIVE EVERY TWELVE HOURS... WITHOUT FAIL!
I ALSO WANT A SEARCH PARTY DISPATCHED TO THE NORTH WOODS TO APPREHEND THE OTHER S.H.I.E.L.D. AGENT OUR MIND-SIFTING HAS REVEALED--
--THE ONE WHO DELIVERED THIS REBORN NOMAD TO US!
4


ANYTHING YOU SAY, VIPER--
--YOU STINKING LITTLE--! LOOK AT HER, HAPPY AS A CLAM! ALL READY TO WIPE OUT EVERY LIVING THING ON EARTH!
WELL, FRANK SCHLICTING MAY HAVE SIGNED ON HERE AS VIPER'S RIGHT-HAND MAN--BUT THAT DOESN'T INCLUDE STANDING BY WHILE THAT WITCH DESTROYS THE WORLD!
ONLY THING IS--I DON'T KNOW HOW IN HADES I CAN STOP HER! I'M NO HERO. ALL I'VE EVER BEEN GOOD FOR IS TAKING ORDERS AND BUSTING HEADS!
SHALL I ADMINISTER THE INJECTION NOW, CONSTRICTOR?
UH... WHY DON'T YOU LET ME HANDLE THAT, LEITER?
YOU GUYS TAKE FIVE. YOU'VE EARNED IT.
NOW MAYBE IF I SKIP THE FLAG-MAN'S FIVE O'CLOCK FEEDING--HE'LL SNAP OUT OF HIS DRUG-WONDERLAND IN TIME TO PULL OUR FAT OUTTA THE FIRE! 'CAUSE IF ANYONE CAN SAVE US NOW, IT'S--
--CAPTAIN AMERICA!
ELSEWHERE IN THE UNDERGROUND COMPLEX, THE VIPER UNDERGOES A TRANSFORMATION THAT HAS BECOME PART OF HER DAILY ROUTINE THESE PAST SIX MONTHS. A WIG IS DONNED... MAKE-UP... MORE MODEST CLOTHING...
...AND SHE MAKES HER WAY UP THROUGH WINDING CORRIDORS...
...THROUGH THE RENTED HOUSE DIRECTLY ABOVE, THEN OUT--INTO THE LIGHT OF DAY.
THE TOWN IS HARTSDALE, ILLINOIS--AND VIPER'S NEIGHBORS HAVE COME TO KNOW HER AS MRS. SMITH, AN UNFORTUNATE YOUNG WIDOW WHOSE HUSBAND WAS KILLED IN A FACTORY EXPLOSION LESS THAN A YEAR BEFORE.
SHE KEEPS TO HERSELF, MRS. SMITH DOES--BUT SHE'S WELL-LIKED NONETHELESS.
JUNE JEFFERSON DOWN AT THE CORNER MARKET SAYS IT'S MRS. SMITH'S DISARMING SMILE. MR. WISE NEXT DOOR SAY IT'S ALL IN THE WAY SHE SWINGS HER HIPS.
MORNING, MRS. SMITH. PARADE'S JUST TWO DAYS AWAY NOW! EXCITED?
VERY EXCITED, MR. WISE.
"MRS. SMITH" CHECKS AN URGE TO SPIT SQUARE IN MR. WISE'S SMILING FACE.
5


AMERICA, SHE THINKS, AN ICON OF HOPE BUILT BY THE HOPELESS... A FACADE OF DECENCY AND IDEALS THAT SEEKS TO HIDE THE CORRUPTION AND FATUITY INHERENT IN THE HUMAN ANIMAL.
TO VIPER'S EYE, TAINTED IN YOUTH BY MURDER AND REVOLUTION IN HER NATIVE EUROPE, THAT ANIMAL HAS NEITHER RIGHT NOR REASON TO LIVE.
AND SHE MEANS TO SEE MAN'S REIGN OVER THIS EARTH ENDED. FOREVER.
the ALL-AMERICAN AIRBORN and GRAND PARADE
APRIL 23
nald's
BURGERS
SO HERE, IN WHAT -- TO HER -- IS DECEPTION'S HEAT, THE MEANS OF HUMANKIND'S FINAL ERADICATION SHALL BE UNLEASHED: A NEW, MORE VIRULENT STRAIN OF BUBONIC PLAGUE THAT WILL SWALLOW THE TOWN OF HARTSDALE... AND THEN, ALL AMERICA... AND THEN, ALL THE WORLD!

DEATH: IT HOVERS OVER EACH OF US FROM THE MOMENT WE DRAW OUR FIRST BREATH. SOME, LIKE THE VIPER, WANT NOTHING MORE THAN TO LOSE THEMSELVES IN THE REAPER'S COLD EMBRACE.
WHILE OTHERS -- LIKE THIS MAN, S.H.I.E.L.D. AGENT DUM DUM DUGAN -- WANT LIFE... SWEET, PAINFUL, BEAUTIFUL LIFE MOST OF ALL.
MOMENTS AGO, LIFE ALMOST SLIPPED AWAY FROM DUGAN. HIS OWN ERRATICALLY-BEATING HEART ALMOST BETRAYED HIM. BUT DUGAN HELD ON. HE FOUGHT.

AND HE SURVIVED!
... GET THIS SECOND HEART PILL DOWN... DO LIKE THE DOCS SAID... AND I SHOULD BE ALL RIGHT.

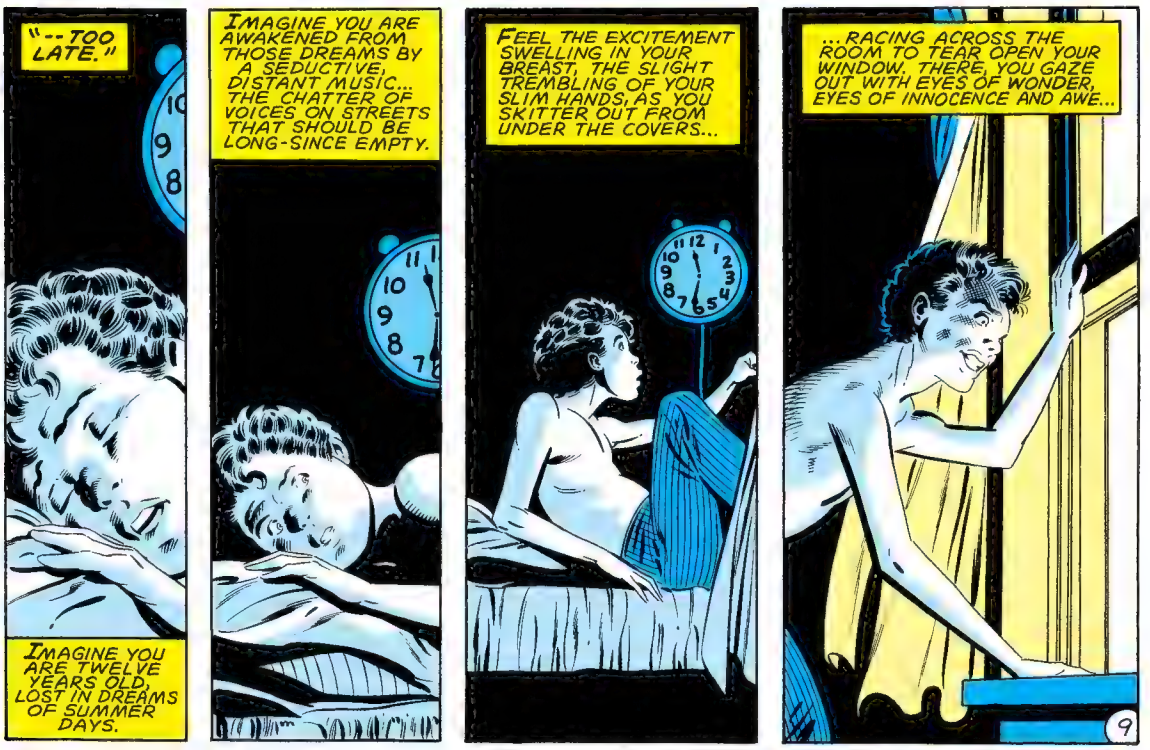
BUT, MAN... THAT LAST SPASM... ALMOST DID THIS OLD SOLDIER IN!
WHAT BLASTED GOOD ARE YA, DUGAN? YOU'RE HERE TO PROVIDE BACK-UP FOR THE MONROE KID... AN' WHEN HIS EMERGENCY SIGNAL COMES THROUGH... YOU'RE FLAPPIN' AROUND AND GASPIN' FOR AIR LIKE SOME TROUT HANGIN' ON A HOOK!
FACE IT, MISTER: YOU'RE IN OVER YER HEAD THIS TIME!
BETTER GET A CALL IN T'FURY... AN' GET SOME HELP OUT HERE -- BEFORE IT'S...
6

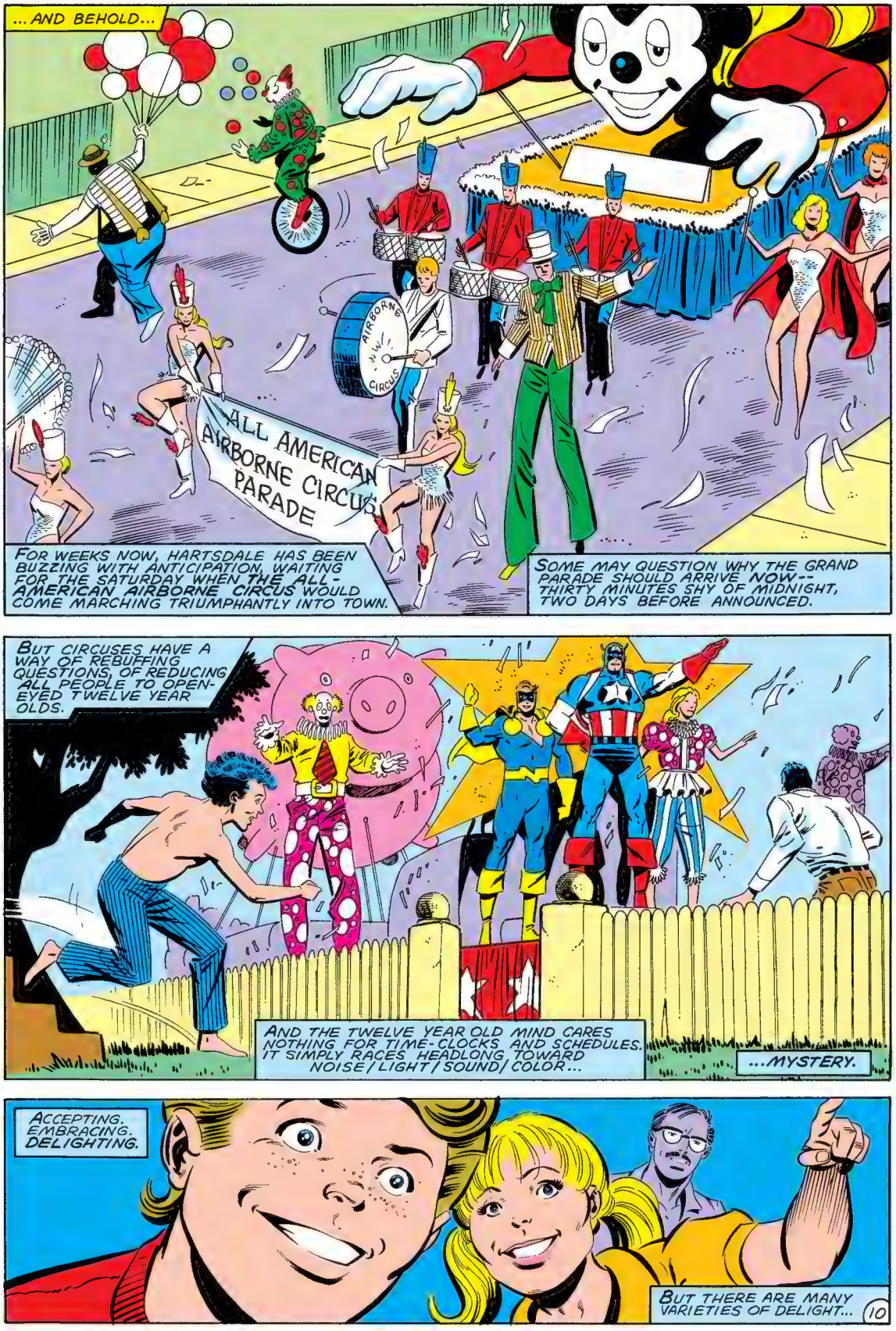
...TOO...
...LATE--??!!
SHRAKKK
ONE MOVE, OLD MAN --AND YOU'RE DEAD!
AN' HERE I THOUGHT NOTHING ELSE COULD POSSIBLY GO WRONG!
THE S.H.I.E.L.D. HELI-CARRIER-- SOMEWHERE OVER NEW YORK CITY...
COLONEL FURY, SIR--WE'VE LOST DUGAN!
WHAT? HOW?!
AT FIRST--WHEN HE WAS OVERDUE TO REPORT IN-- WE TRIED RAISING HIM... BUT THERE WAS NO RESPONSE! AND NOW-- HIS RADIO SIGNAL'S JUST--
--GONE!
GONE?
AS IF IT HAD NEVER BEEN THERE, SIR.
BLAST!! IT!!
THIS VIPER THING'S BEEN A DISASTER FROM THE START!
WE BEEN LOW ON FUNDS AND MANPOWER...UNCLE SAM'S BEEN RIDIN' OUR TAILS, TELLIN' US T' TAKE IT SLOW BECAUSE OF THE CIVILIAN ENDANGERMENT QUESTION IN HARTSDALE--
--AND LOOK WHAT WE'VE GOT TO SHOW FOR IT! BURNS--PUNCH UP LINE W. H. 1--
--I WANNA TALK TO THE MAN!
YESSIR!
7

HARTSDALE...
C'MON, FLAG-MAN! JUST GIMME ONE LITTLE SIGN THAT THE DRUGS'RE WEARING OFF! JUST ONE LITTLE--
NOW WHAT ARE YOU DOING, CONSTRICTOR?
UH...JUST GETTIN' A FEW LAUGHS ROUGHIN' UP THE FLAG-MAN! I CAN'T HELP IT, Y'KNOW? I LOVE SEEIN' HIM LIKE THIS!
IDIOT! THERE ARE MORE IMPORTANT TASKS AT HAND THAN FEEDING YOUR INSECURE EGO!
MISTRESS--SHALL WE INJECT THIS ONE WITH THE HALLUCINOGENS, AS WELL?
NO. IN HIS CONDITION, HE POSES NO THREAT TO US. HE IS OLD...HELPLESS...A JOKE!
BUT HE SHALL PROVE USEFUL LATER. COME.
CONSTRICTOR...?
YEAH. YEAH. I'M RIGHT BEHIND YOU.
EITHER MY MIND'S AS FAULTY AS MY TICKER--
--OR THE CONSTRICTOR LOOKED SCARED CLEAN OUT OF HIS MIND! AN' IF THAT'S THE CASE, THEN VIPER MUST HAVE SOMETHING PRETTY BLASTED AWFUL IN THE WORKS!
WITH CAP 'N' RUNCITER ALL DRUGGED UP...AN' ME AS BIG A JOKE AS VIPER SAID--
8

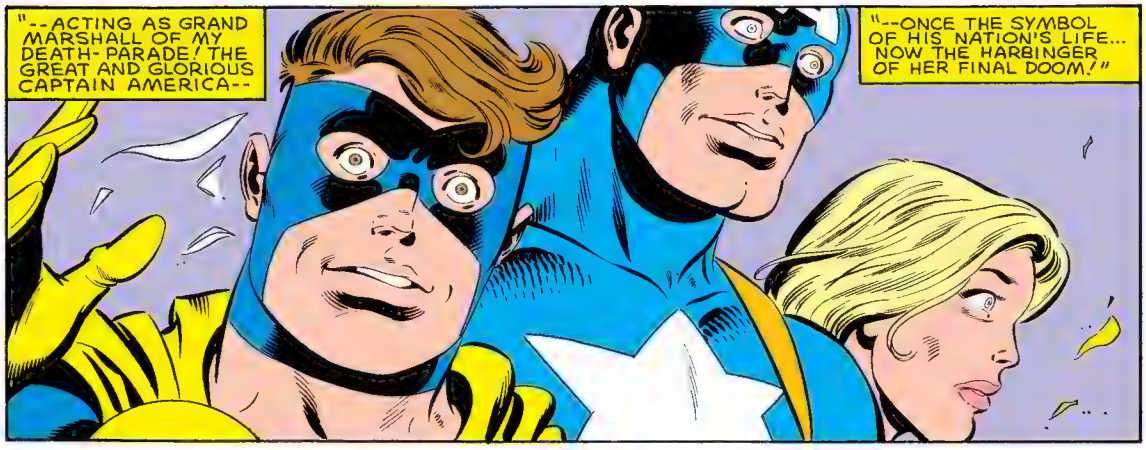
"--WE'RE ALL AS GOOD AS SUNK... UNLESS MY OL' PAL FURY COMES UP WITH A FULL-SCALE MIRACLE!"
...ACTION NEWS HAS LEARNED THAT AN ARMY TRANSPORT PLANE CARRYING EXTREMELY DANGEROUS, HIGHLY VOLATILE RADIOACTIVE MATERIALS HAS CRASHED IN SUMNER'S WOOD, SEVEN MILES NORTH OF HARTSDALE.
TO GUARANTEE THE SAFETY OF THE NEIGHBORING POPULACE, HARTSDALE WILL BE EVACUATED UNTIL THE MATERIALS HAVE BEEN RETRIEVED AND CONTAINED.
NATIONAL GUARDSMEN WILL BE ARRIVING BY DAWN TO HELP EXPIDITE THE EVACUATION AND INSURE THAT AN ORDERLY--
KLIK

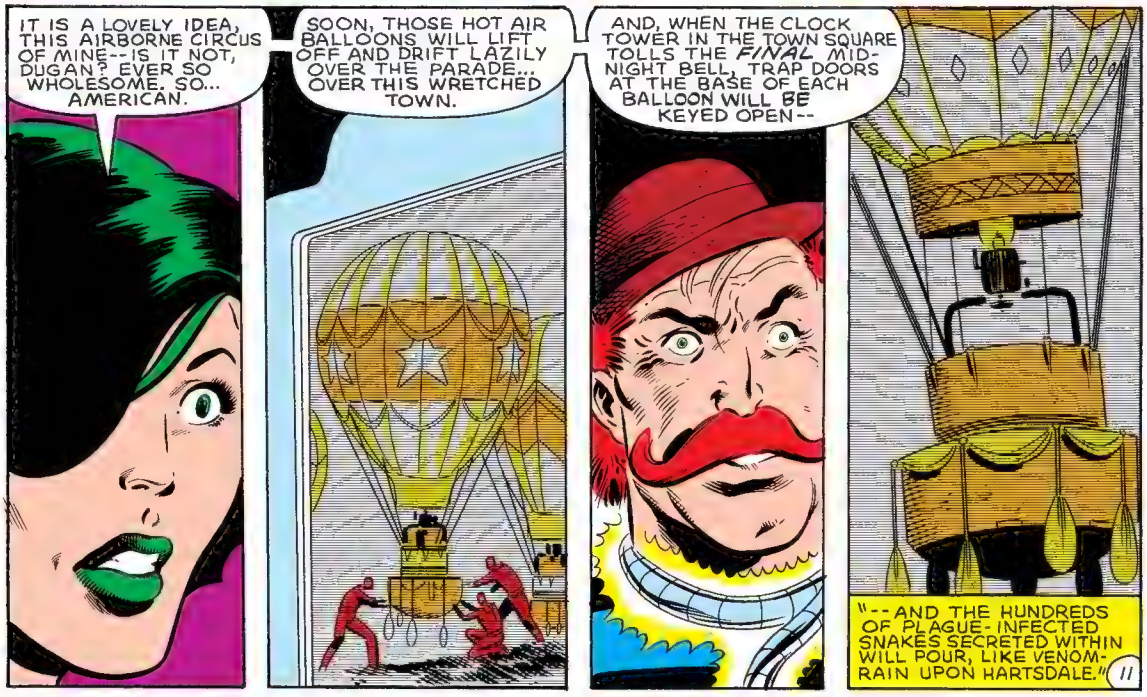
A REPORTED CRASH-- WHERE WE HAVE REGISTERED NONE. NATIONAL GUARDSMEN WHO WILL UNDOUBTEDLY BE MASQUERADING S.H.I.E.L.D. OPERATIVES...
YOU HAVE, OF COURSE, BLOCKED TRANSMISSION.
YES, MISTRESS.
AN ADMIRABLE PLAN ON COLONEL FURY'S PART-- BUT, ONCE AGAIN, I AM WELL AHEAD OF HIM.
EXCELLENT! LONG BEFORE THESE "GUARDSMEN" ARRIVE--WE WILL HAVE MADE OUR MOVE. AND THEN, IT WILL BE FAR, FAR--

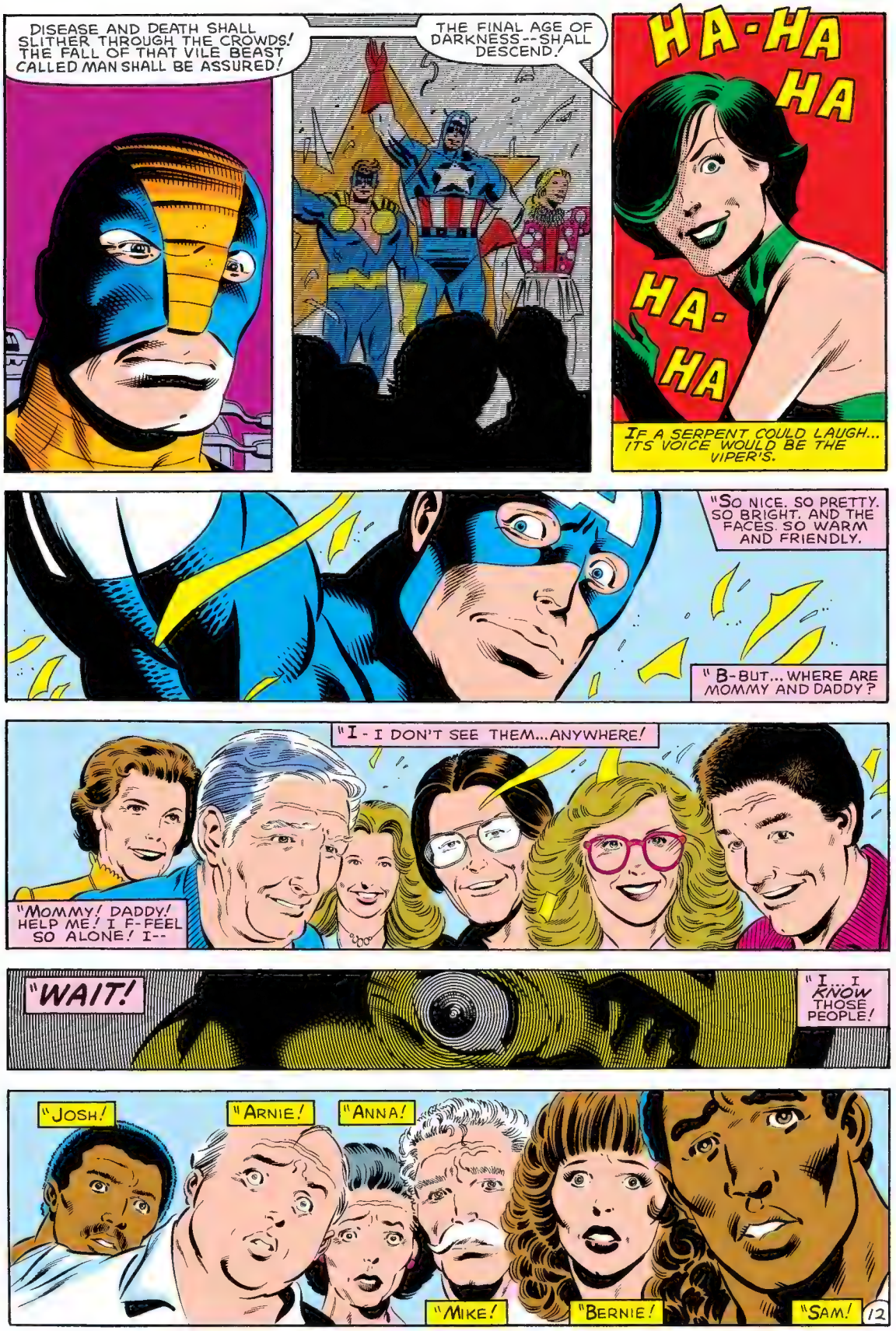

"--TOO LATE."
IMAGINE YOU ARE TWELVE YEARS OLD, LOST IN DREAMS OF SUMMER DAYS.
IMAGINE YOU ARE AWAKENED FROM THOSE DREAMS BY A SEDUCTIVE, DISTANT MUSIC... THE CHATTER OF VOICES ON STREETS THAT SHOULD BE LONG-SINCE EMPTY.
FEEL THE EXCITEMENT SWELLING IN YOUR BREAST, THE SLIGHT TREMBLING OF YOUR SLIM HANDS, AS YOU SKITTER OUT FROM UNDER THE COVERS...
...RACING ACROSS THE ROOM TO TEAR OPEN YOUR WINDOW. THERE, YOU GAZE OUT WITH EYES OF WONDER, EYES OF INNOCENCE AND AWE...
9


...AND BEHOLD...
ALL AMERICAN AIRBORNE CIRCUS PARADE
AIRBORNE CIRCUS
FOR WEEKS NOW, HARTSDALE HAS BEEN BUZZING WITH ANTICIPATION, WAITING FOR THE SATURDAY WHEN THE ALL-AMERICAN AIRBORNE CIRCUS WOULD COME MARCHING TRIUMPHANTLY INTO TOWN.
SOME MAY QUESTION WHY THE GRAND PARADE SHOULD ARRIVE NOW-- THIRTY MINUTES SHY OF MIDNIGHT, TWO DAYS BEFORE ANNOUNCED.
BUT CIRCUSES HAVE A WAY OF REBUFFING QUESTIONS, OF REDUCING ALL PEOPLE TO OPEN-EYED TWELVE YEAR OLDS.
AND THE TWELVE YEAR OLD MIND CARES NOTHING FOR TIME-CLOCKS AND SCHEDULES. IT SIMPLY RACES HEADLONG TOWARD NOISE/LIGHT/SOUND/COLOR...
...MYSTERY.
ACCEPTING. EMBRACING. DELIGHTING.
BUT THERE ARE MANY VARIETIES OF DELIGHT...
10

...SOME OF THEM DARK INDEED.
LOOK WELL, AGENT DUGAN! LOOK UPON THE SHINING HOPE OF AMERICA AND THE TWO WHO SO WORSHIP HIM--
--REDUCED TO MINDLESS, DRUG-ADDLED PAWNS!
I TRUST YOU SEE THE...HUMOR IN THIS SITUATION, AGENT DUGAN. THERE STANDS MY MOST HATED ENEMY--


"--ACTING AS GRAND MARSHALL OF MY DEATH-PARADE! THE GREAT AND GLORIOUS CAPTAIN AMERICA--
"--ONCE THE SYMBOL OF HIS NATION'S LIFE... NOW THE HARBINGER OF HER FINAL DOOM!"


IT IS A LOVELY IDEA, THIS AIRBORNE CIRCUS OF MINE--IS IT NOT, DUGAN? EVER SO WHOLESOME. SO... AMERICAN.
SOON, THOSE HOT AIR BALLOONS WILL LIFT OFF AND DRIFT LAZILY OVER THE PARADE... OVER THIS WRETCHED TOWN.
AND, WHEN THE CLOCK TOWER IN THE TOWN SQUARE TOLLS THE FINAL MIDNIGHT BELL, TRAP DOORS AT THE BASE OF EACH BALLOON WILL BE KEYED OPEN--
"--AND THE HUNDREDS OF PLAGUE-INFECTED SNAKES SECRETED WITHIN WILL POUR, LIKE VENOM-RAIN UPON HARTSDALE."
11


DISEASE AND DEATH SHALL SLITHER THROUGH THE CROWDS! THE FALL OF THAT VILE BEAST CALLED MAN SHALL BE ASSURED!
THE FINAL AGE OF DARKNESS--SHALL DESCEND!
HA-HA HA
HA-HA
IF A SERPENT COULD LAUGH... ITS VOICE WOULD BE THE VIPER'S.
"SO NICE. SO PRETTY. SO BRIGHT. AND THE FACES. SO WARM AND FRIENDLY.
" B-BUT... WHERE ARE MOMMY AND DADDY?
"I - I DON'T SEE THEM...ANYWHERE!
"MOMMY! DADDY! HELP ME! I F-FEEL SO ALONE! I--
"WAIT!
"I... I KNOW THOSE PEOPLE!
"JOSH!
"ARNIE!
"ANNA!
"MIKE!
"BERNIE!
"SAM!
12

LOOK AT THEM, SON. THE PEOPLE YOU LOVE. AS MUCH YOUR FAMILY AS YOUR MOTHER AND I WERE. AND YOU'RE LETTING THEM DOWN.
"L-LETTING THEM DOWN, DADDY? NO! I-I'M NOT LETTING THEM DOWN! I DIDN'T DO ANYTHING WRONG!"
STEVE, IN HEAVEN'S NAME, DON'T YOU SEE WHAT'S HAPPENING? EVERYONE... EVERY-THING... THAT YOU CARE ABOUT -- IT'S ALL DYING!
"NO!!"
YES, STEVEY. AMERICA IS DYING. DYING BECAUSE OF YOU!
"DADDY-- DON'T SAY THAT!"
"WHY SHOULDN'T HE SAY IT, STEVE! IT'S TRUE! YOU'RE KILLING US!
"NO!!"
KILLING
US
ALL!
13

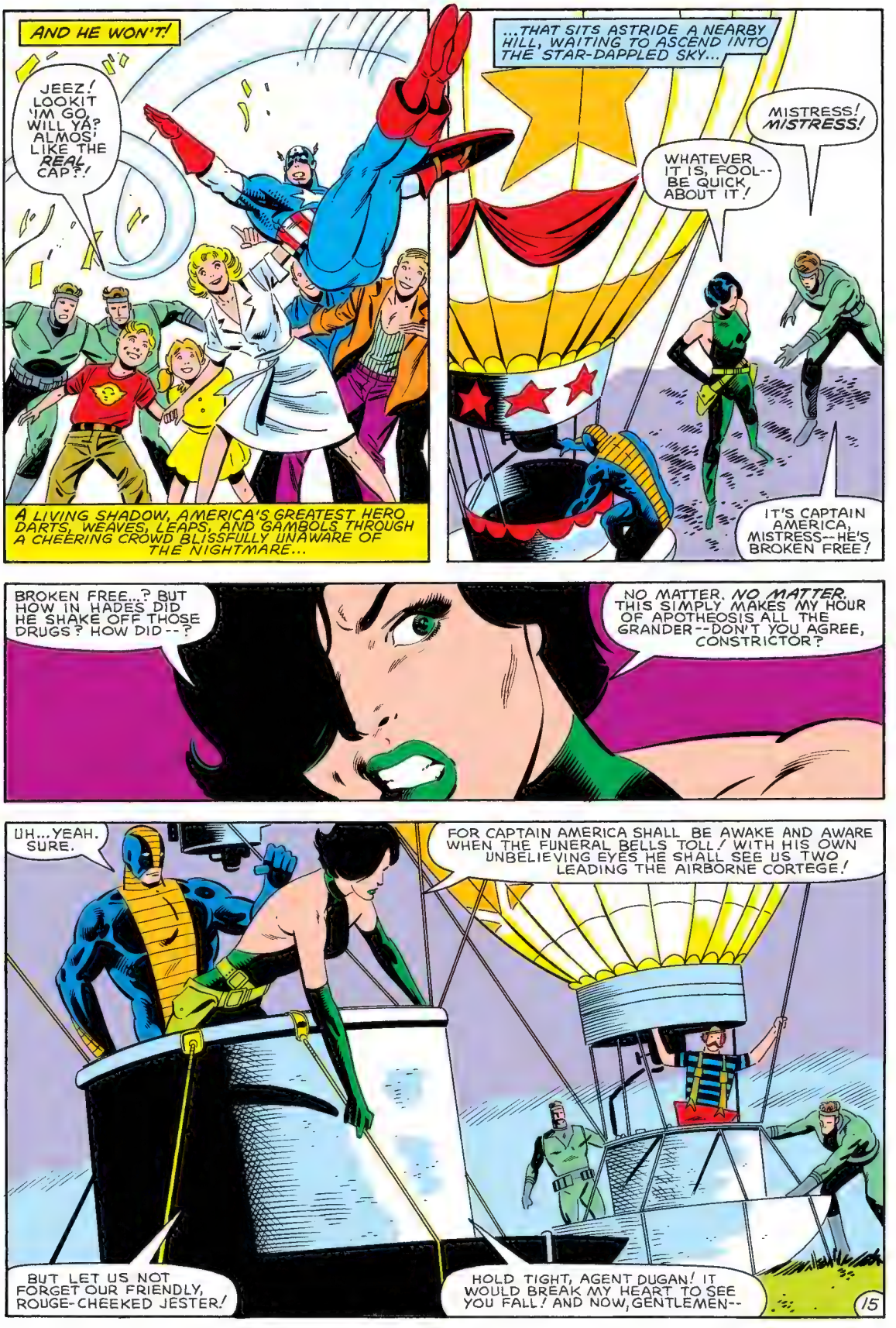
NO!

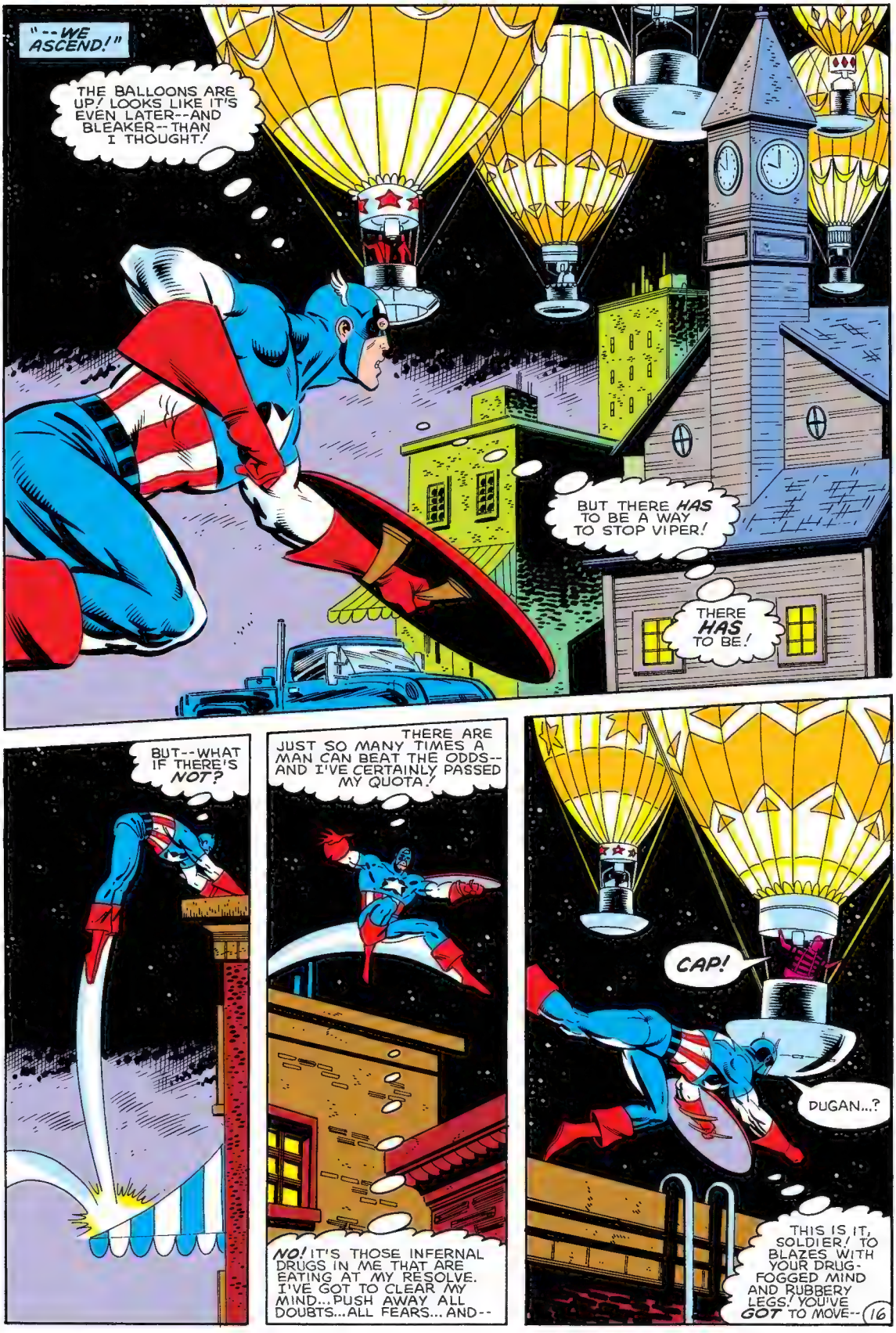
OH... LORD! WHAT'S HAPPENING? WHAT HAVE I--?
WAIT-- I REMEMBER! WHILE I WAS... DRUGGED-- CONSTRICTOR TRIED TO GET THROUGH TO ME... TOLD ME EVERYTHING THAT VIPER'S GOT PLANNED! GOD HELP ME, THERE ISN'T MUCH TIME!
JACK! GAIL! SNAP OUT OF IT! WE HAVE TO STOP HER! WE--

NO GOOD. CONSTRICTOR MAY HAVE STOPPED ALL OUR INJECTIONS-- BUT MY MIND SEEMS TO HAVE FOUGHT ITS WAY BACK SOONER THAN THE OTHERS! I--
OH-OH. I'VE BEEN SPOTTED!

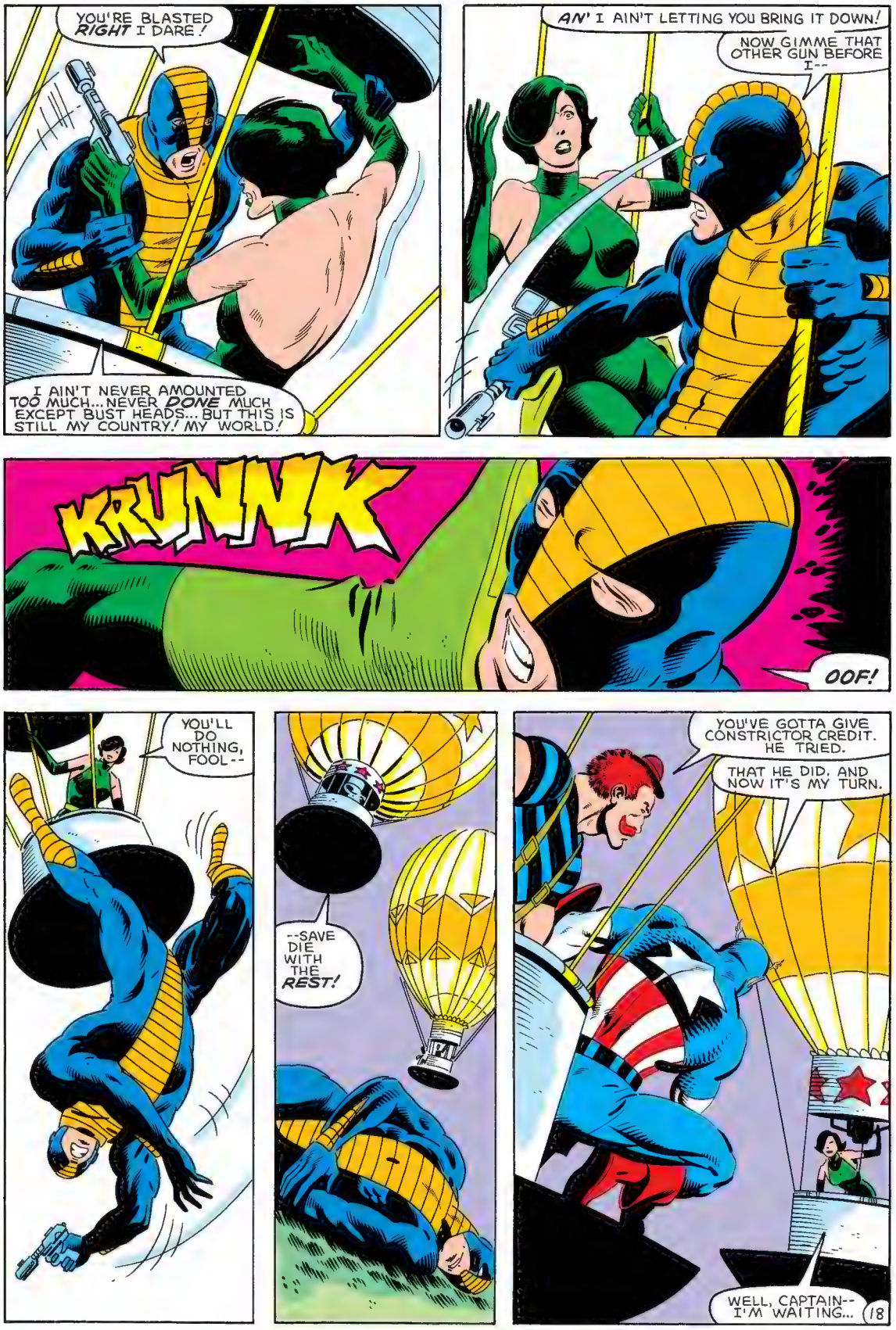
AND "CHUCKLES THE CLOWN" HAS ALERTED HIS FRIENDS!

BUT, NO MATTER HOW WEAK I FEEL... NO MATTER HOW DAZED... HOW DIS-ORIENTED--
--I CAN'T LET THEM STOP ME!
14

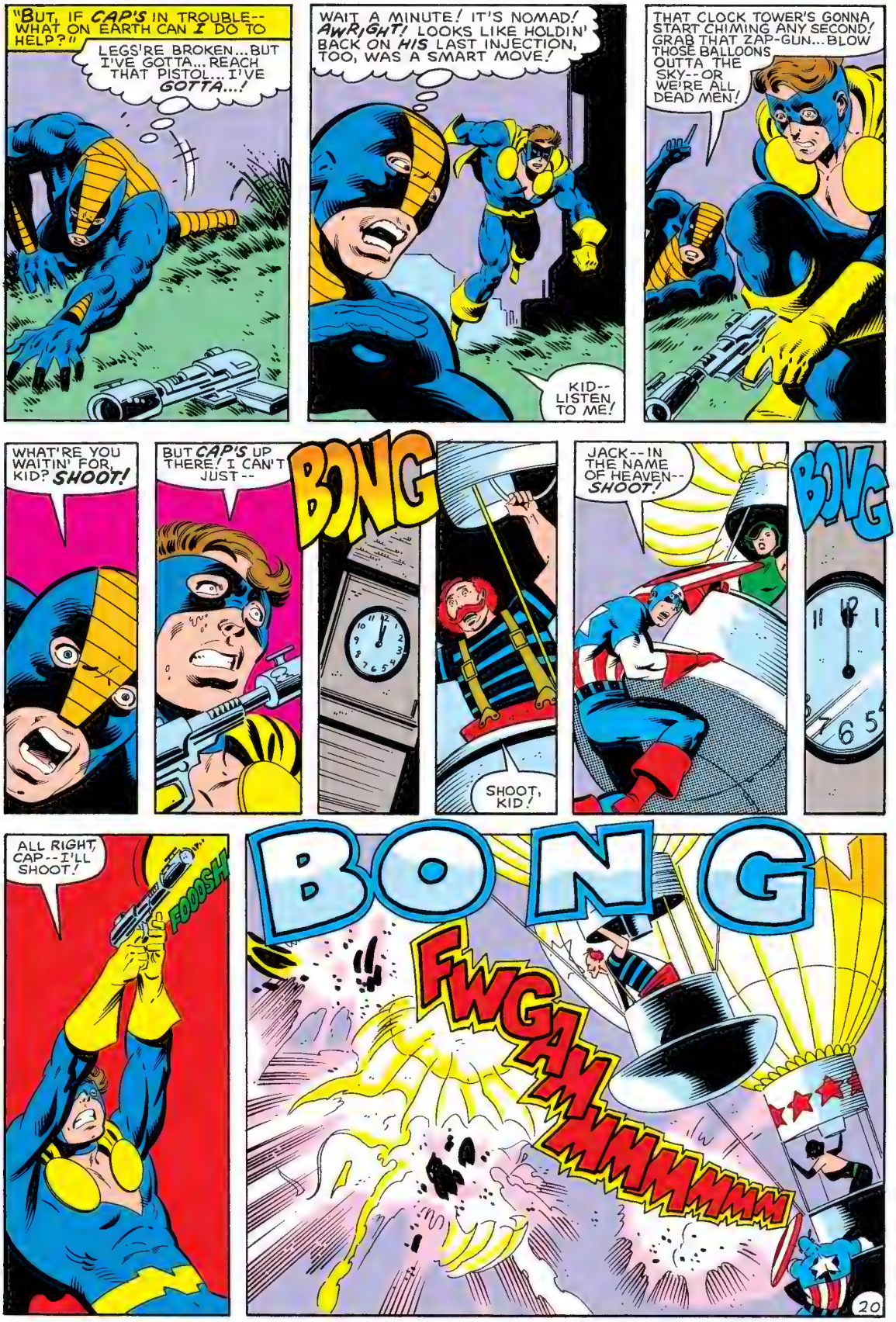

AND HE WON'T!
JEEZ! LOOKIT 'IM GO, WILL YA? ALMOS' LIKE THE REAL CAP'N!
A LIVING SHADOW, AMERICA'S GREATEST HERO DARTS, WEAVES, LEAPS, AND GAMBOLS THROUGH A CHEERING CROWD BLISSFULLY UNAWARE OF THE NIGHTMARE...
...THAT SITS ASTRIDE A NEARBY HILL, WAITING TO ASCEND INTO THE STAR-DAPPLED SKY...
MISTRESS! MISTRESS!
WHATEVER IT IS, FOOL-- BE QUICK ABOUT IT!
IT'S CAPTAIN AMERICA, MISTRESS--HE'S BROKEN FREE!
BROKEN FREE...? BUT HOW IN HADES DID HE SHAKE OFF THOSE DRUGS? HOW DID--?
NO MATTER. NO MATTER. THIS SIMPLY MAKES MY HOUR OF APOTHEOSIS ALL THE GRANDER--DON'T YOU AGREE, CONSTRICTOR?
UH...YEAH. SURE.
FOR CAPTAIN AMERICA SHALL BE AWAKE AND AWARE WHEN THE FUNERAL BELLS TOLL! WITH HIS OWN UNBELIEVING EYES HE SHALL SEE US TWO LEADING THE AIRBORNE CORTEGE!
BUT LET US NOT FORGET OUR FRIENDLY, ROUGE-CHEEKED JESTER!
HOLD TIGHT, AGENT DUGAN! IT WOULD BREAK MY HEART TO SEE YOU FALL! AND NOW, GENTLEMEN--
15


"--WE ASCEND!"
THE BALLOONS ARE UP! LOOKS LIKE IT'S EVEN LATER--AND BLEAKER--THAN I THOUGHT!
BUT THERE HAS TO BE A WAY TO STOP VIPER!
THERE HAS TO BE!
BUT--WHAT IF THERE'S NOT?
THERE ARE JUST SO MANY TIMES A MAN CAN BEAT THE ODDS--AND I'VE CERTAINLY PASSED MY QUOTA!
NO! IT'S THOSE INFERNAL DRUGS IN ME THAT ARE EATING AT MY RESOLVE. I'VE GOT TO CLEAR MY MIND...PUSH AWAY ALL DOUBTS...ALL FEARS...AND--
CAP!
DUGAN...?
THIS IS IT, SOLDIER! TO BLAZES WITH YOUR DRUG-FOGGED MIND AND RUBBERY LEGS! YOU'VE GOT TO MOVE--
16

--NOW!!
OH, NO! MY TIMING'S OFF A HAIR! IF DUGAN DOESN'T GRAB ME IN TIME, I'LL--
GOTCHA!
THANKS, DUM DUM!
GLAD T'SEE YA IN ONE PIECE, WING-HEAD!
SAME HERE. I REMEMBERED SOMETHING ABOUT YOUR BEING HERE...BUT I WASN'T SURE IF IT WAS ANOTHER HALLUCINATION, OR--
I'M REAL, CAP. AND SO'S THIS SITUATION. SICKENINGLY REAL.
WE HAVEN'T GOT MUCH TIME, DUGAN. ANY IDEAS ON HOW WE CAN--
THAT LASER VIPER'S CARRYING JUST MIGHT HAVE WHAT IT TAKES TO TOTAL THESE BALLOONS AND THE INFECTED SNAKES INSIDE 'EM!
BUT WE'VE ONLY GOT EIGHT MINUTES LEFT!
LET'S PRAY IT'S ENOUGH!
DUGAN SOUNDS WEAK...IN PAIN... BUT I CAN'T STOP TO HELP HIM NOW! I'VE GOT TO GET TO VIPER! JUST A LITTLE BIT CLOSER...
WHAT DO YOU THINK, CONSTRICTOR? SHALL I INCINERATE CAPTAIN AMERICA AS HE LEAPS--OR WAIT UNTIL WE ARE FACE TO FACE?
I'LL TELL YOU WHAT I THINK, LADY!
I THINK YOU'RE OUT OF YOUR FREAKIN' MIND!
WHAT? YOU DARE LAY HANDS UPON ME?
17

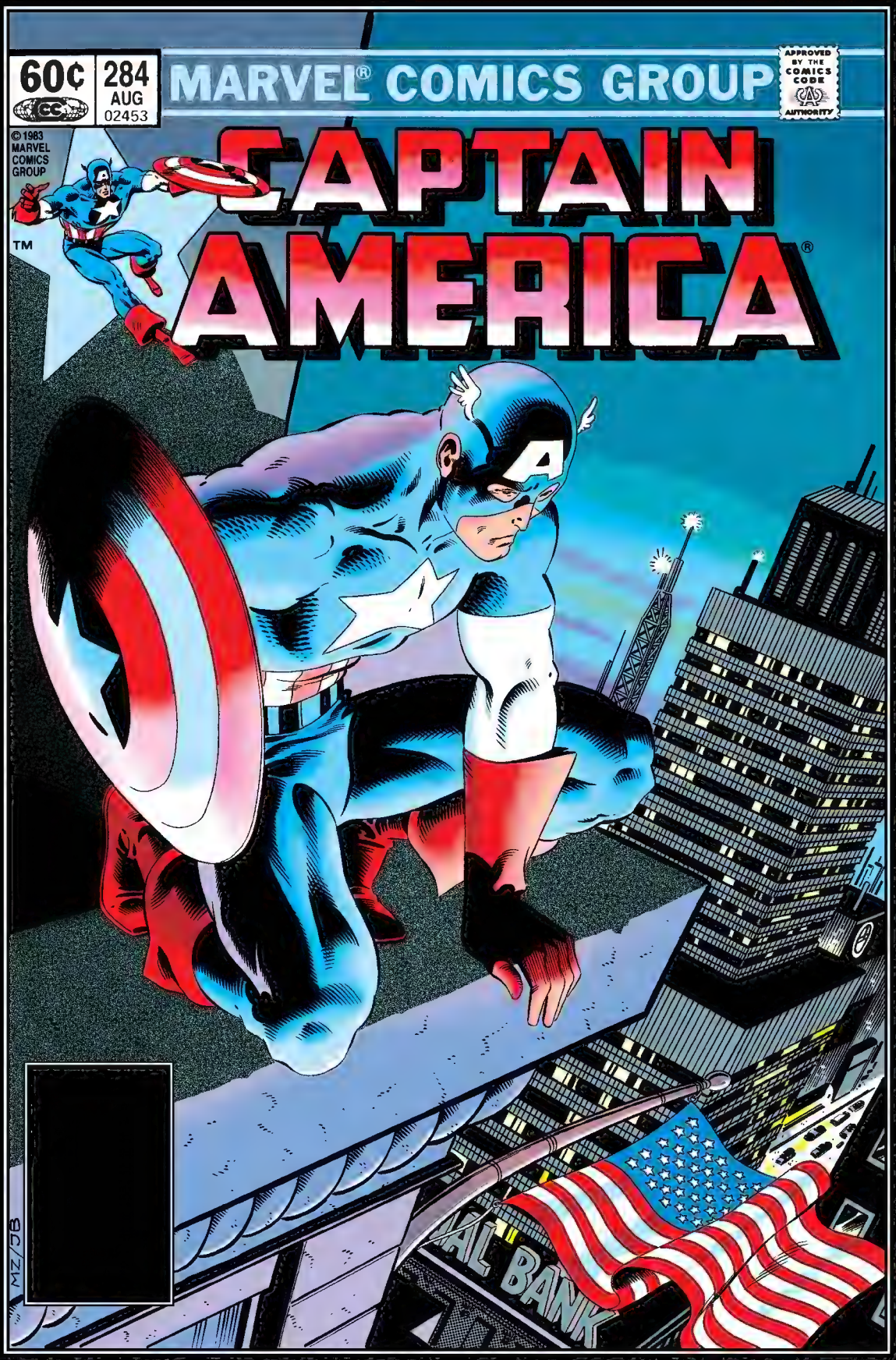

YOU'RE BLASTED RIGHT I DARE!
I AIN'T NEVER AMOUNTED TOO MUCH...NEVER DONE MUCH EXCEPT BUST HEADS... BUT THIS IS STILL MY COUNTRY! MY WORLD!
AN' I AIN'T LETTING YOU BRING IT DOWN!
NOW GIMME THAT OTHER GUN BEFORE I--
KRUNNK
OOF!
YOU'LL DO NOTHING, FOOL--
--SAVE DIE WITH THE REST!
YOU'VE GOTTA GIVE CONSTRICTOR CREDIT. HE TRIED.
THAT HE DID. AND NOW IT'S MY TURN.
WELL, CAPTAIN-- I'M WAITING...
18

I'M HERE!
YOU'RE GONE!
WHUPF
I SHOULD HAVE BEEN ABLE TO AVOID THAT--BUT SHE CAUGHT ME LIKE A RANK AMATEUR!
MY MIND KNOWS WHAT TO DO--BUT MY BODY'S NOT LISTENING! BLAST THOSE DRUGS!
...CAP...
CAP???
OH, WOW... WH-WHAT HAVE I BEEN DOING? W-WALKING AROUND LIKE A ZOMBIE... WHILE ALL H-HELL'S BEEN BREAKING LOOSE!
I-IF I HADN'T SEEN CAP UP THERE... I MIGHT HAVE NEVER... S-SNAPPED OUT OF IT!
19


"BUT, IF CAP'S IN TROUBLE--WHAT ON EARTH CAN I DO TO HELP?"
LEGS'RE BROKEN...BUT I'VE GOTTA...REACH THAT PISTOL...I'VE GOTTA...!
WAIT A MINUTE! IT'S NOMAD! AWRIGHT! LOOKS LIKE HOLDIN' BACK ON HIS LAST INJECTION, TOO, WAS A SMART MOVE!
KID--LISTEN TO ME!
THAT CLOCK TOWER'S GONNA START CHIMING ANY SECOND! GRAB THAT ZAP-GUN...BLOW THOSE BALLOONS OUTTA THE SKY--OR WE'RE ALL DEAD MEN!
WHAT'RE YOU WAITIN' FOR, KID? SHOOT!
BUT CAP'S UP THERE! I CAN'T JUST--
BONG
SHOOT, KID!
JACK--IN THE NAME OF HEAVEN--SHOOT!
BONG
ALL RIGHT, CAP--I'LL SHOOT!
FOOOSH
BONG
FWGAAAAAAAAA
20

"BUT I'M NOT LETTING YOU AND DUGAN DIE!"
BONG
DO YOU SEE, CAPTAIN? HIS RIDICULOUS LOYALTY TO YOU--HIS INSANE REGARD FOR LIFE--WILL HAND ME MY VICTORY!
BONG
THE DEVIL IT WILL!
UHNNNNGH...
THE ONLY WAY JACK'S EVER GOING TO TAKE OUT THESE LAST TWO BALLOONS IS IF DUGAN AND I AREN'T IN THEM!
BUT I CAN'T JUST LEAVE VIPER HERE TO--
THANK GOD--SHE'S COMING AROUND!
BONG
WHICH MEANS I'M FREE TO GRAB DUGAN!
BONG
HANG ON, DUM DUM! WE'LL MAKE IT YET!
YOU CRAZY, WINGHEAD? FORGET ABOUT ME? SAVE YOURSELF!
DUGAN--DO ME A FAVOR: SHUT UP.
BONG
DEATH... THERE MUST BE... DEATH...!
BONG
VIPER--GET OUT OF THERE! JUMP!
21

HA-HA-HA-HA-HA!
BONG
C'MON, CAP!
NOW, JACK! NOW!!
HA-HA-HA-HA!
BONG
FWOOOSH
HEAVEN FORGIVE ME.
HE FIRES...
...IN TIME!
BA-DA-BOOOOOOM!!
BONG
THE DAWN'S EARLY LIGHT...
...DUGAN'S GONNA NEED ABOUT A MONTH IN THE HOSPITAL, THEN A FEW WEEKS OF BED REST. BUT THE OL' WALRUS IS GONNA PULL THROUGH.
I HOPE YOU GO EASY ON THE CONSTRICTOR, NICK. IF IT WEREN'T FOR HIM--!
YEAH, I KNOW. I KNOW.
I'LL TELL YA, OLD TIMER-- THIS WAS ONE OF THE CLOSEST CALLS WE'VE EVER HAD.
BUT WE BEAT IT, NICK. HOWEVER BARELY. WE BEAT IT.
AMERICA... STANDS!
FINIS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DIVERGING...

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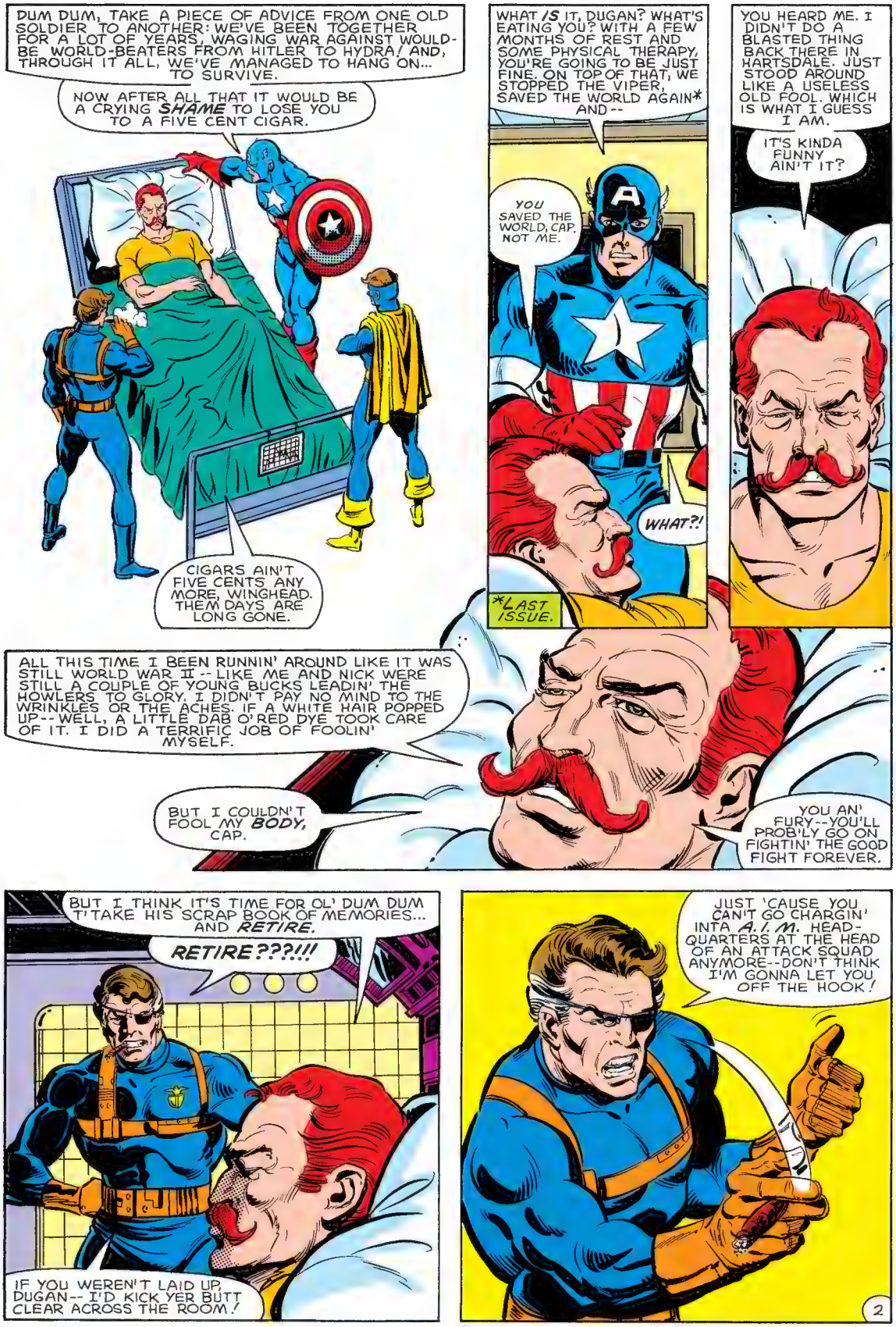
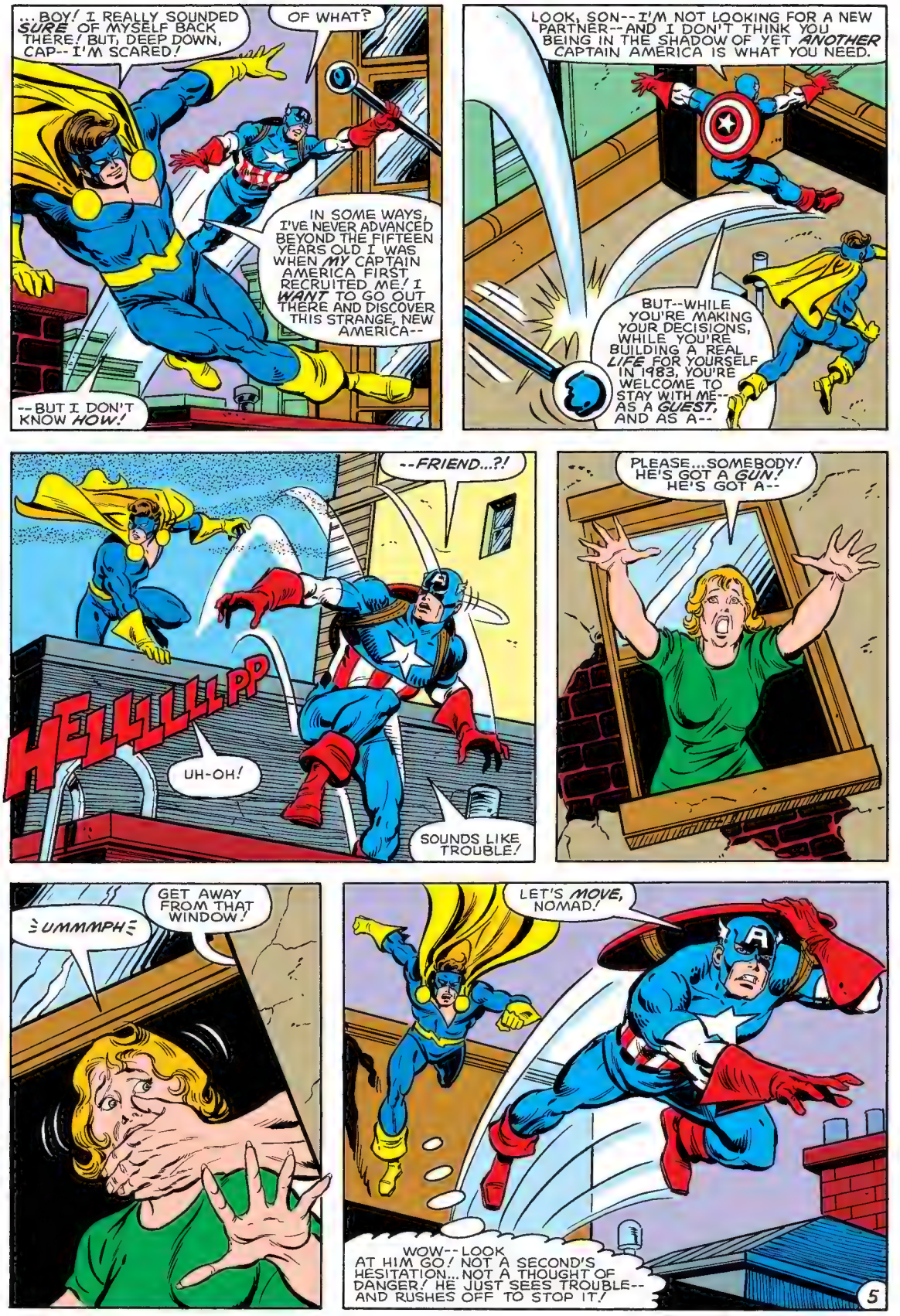
WRITER	BREAKDOWNS	FINISHER	LETTERER	COLORIST	EDITOR	EDITOR-IN-CHIEF

THE MANHATTAN HEADQUARTERS OF S.H.I.E.L.D.* IS A SPRAWLING, MULTI-LEVELLED AFFAIR CONTAINING INNUMERABLE LABORATORIES, TRAINING GYMS, COMPUTER CENTERS, AND A GOOD-SIZED HOSPITAL...
...WHICH IS WHERE WE JOIN CAPTAIN AMERICA, THE MAN CALLED NOMAD, S.H.I.E.L.D. DIRECTOR NICK FURY AND A CERTAIN RECALCITRANT HEART PATIENT...
C'MON, NICK--JUST GIMME ONE GOOD DRAG ON THAT STOGIE!
DUGAN, YA OLD WALRUS! DIDN'T YA HEAR WHAT THE DOCS SAID? YOU'VE GOTTA START TAKING CARE OF YOURSELF--OR THAT BUM TICKER OF YOURS IS GONNA DO YOU IN!
*SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE / LAW-ENFORCEMENT DIVISION

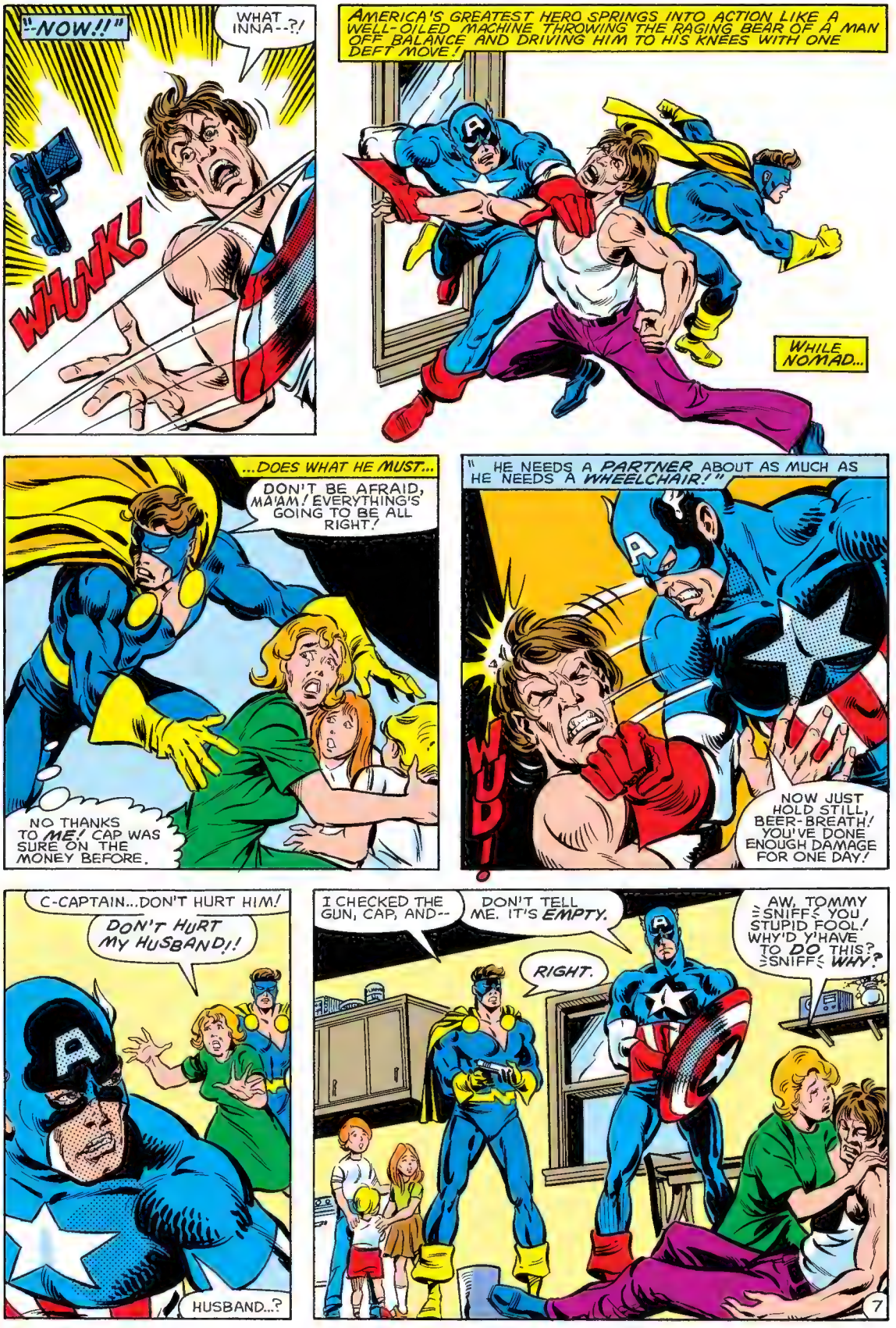

DUM DUM, TAKE A PIECE OF ADVICE FROM ONE OLD SOLDIER TO ANOTHER: WE'VE BEEN TOGETHER FOR A LOT OF YEARS, WAGING WAR AGAINST WOULD-BE WORLD-BEATERS FROM HITLER TO HYDRA! AND, THROUGH IT ALL, WE'VE MANAGED TO HANG ON... TO SURVIVE.
NOW AFTER ALL THAT IT WOULD BE A CRYING SHAME TO LOSE YOU TO A FIVE CENT CIGAR.
CIGARS AIN'T FIVE CENTS ANY MORE, WINGHEAD. THEM DAYS ARE LONG GONE.
WHAT IS IT, DUGAN? WHAT'S EATING YOU? WITH A FEW MONTHS OF REST AND SOME PHYSICAL THERAPY, YOU'RE GOING TO BE JUST FINE. ON TOP OF THAT, WE STOPPED THE VIPER, SAVED THE WORLD AGAIN* AND --
YOU SAVED THE WORLD, CAP. NOT ME.
WHAT?!
*LAST ISSUE.
YOU HEARD ME. I DIDN'T DO A BLASTED THING BACK THERE IN HARTSDALE. JUST STOOD AROUND LIKE A USELESS OLD FOOL. WHICH IS WHAT I GUESS I AM.
IT'S KINDA FUNNY AIN'T IT?
ALL THIS TIME I BEEN RUNNIN' AROUND LIKE IT WAS STILL WORLD WAR II -- LIKE ME AND NICK WERE STILL A COUPLE OF YOUNG BUCKS LEADIN' THE HOWLERS TO GLORY. I DIDN'T PAY NO MIND TO THE WRINKLES OR THE ACHES. IF A WHITE HAIR POPPED UP -- WELL, A LITTLE DAB O'RED DYE TOOK CARE OF IT. I DID A TERRIFIC JOB OF FOOLIN' MYSELF.
BUT I COULDN'T FOOL MY BODY, CAP.
YOU AN' FURY--YOU'LL PROB'LY GO ON FIGHTIN' THE GOOD FIGHT FOREVER.
BUT I THINK IT'S TIME FOR OL' DUM DUM T'TAKE HIS SCRAP BOOK OF MEMORIES... AND RETIRE.
RETIRE???!!!
IF YOU WEREN'T LAID UP, DUGAN -- I'D KICK YER BUTT CLEAR ACROSS THE ROOM!
JUST 'CAUSE YOU CAN'T GO CHARGIN' INTA A.I.M. HEADQUARTERS AT THE HEAD OF AN ATTACK SQUAD ANYMORE--DON'T THINK I'M GONNA LET YOU OFF THE HOOK!
2

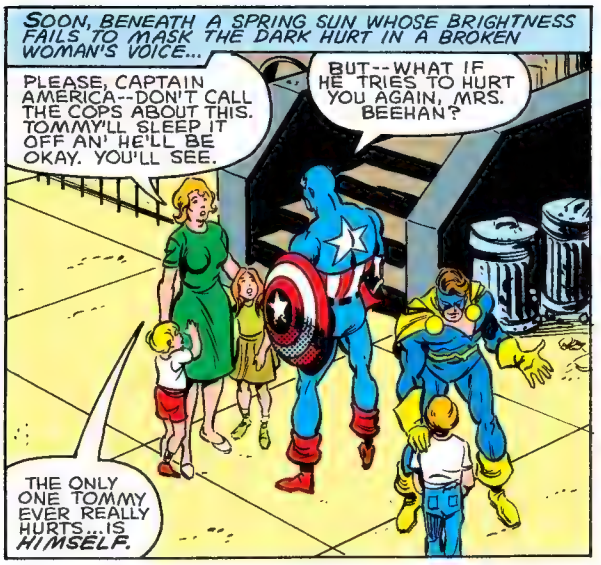
YOU THINK IT'S EASY *ADMINISTRATING* THIS MESS? OVERSEEING THE TRAINING OF NEW RECRUITS AT THE ACADEMY! DEALING WITH ALL THE FAT-BELLIED BUREAUCRATS WHO'RE ALWAYS RIDIN' OUR TAIL? NO, SIRREE, DUGAN--
--THE SECOND YOU STEP FOOT OUTTA THIS HOSPITAL, THE *REALLY* TOUGH WORK BEGINS!
I'M MAKIN' YOU *DEPUTY DIRECTOR* OF *S.H.I.E.L.D.!*
DEPUTY--
--DIRECTOR...?!
WELL, THAT'S IT FOR YOU, DUGAN! FURY'LL NEVER LET YOU OUT OF HIS CLUTCHES AGAIN!
NOW YOU GET SOME REST, MISTER!
DEPUTY DIRECTOR...??!!
THAT'S AN ORDER!
TAKE CARE OF YOURSELF, OLD FRIEND. AND...CONGRATULATIONS. YOU DESERVE IT.
DEPUTY DIRECTOR!
3

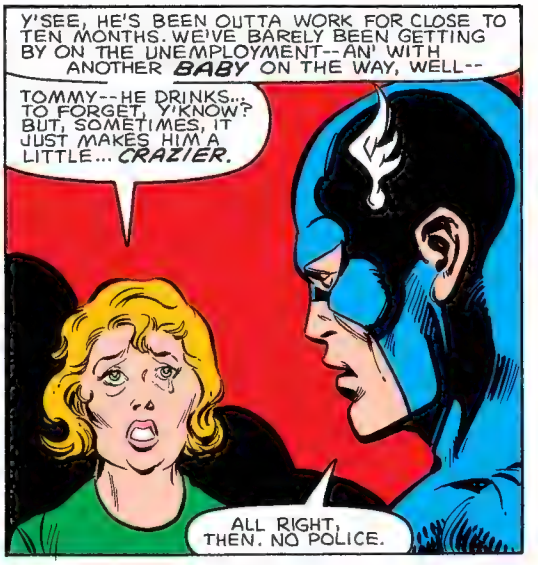
OKAY, THAT TAKES CARE OF HIM! YOU'RE NEXT, MONROE!
ME? WHAT DO YOU MEAN?
YOU DID GOOD WORK ON THIS VIPER CASE, KID! YOU PUT YOURSELF ON THE LINE FOR US--AND CAME THROUGH WITH FLYING COLORS!
WHY, THANK YOU, COLONEL, I--
SHADDUP AND LET ME FINISH!
CAP HERE'S SO BLASTED BUSY LATELY THAT HE CAN HARDLY GIVE US THE TIME OF DAY! BUT, I'VE GOT A FEELIN' YOU'VE GOT WHAT IT TAKES TO MAKE A FIRST-CLASS FIELD-AGENT!
I APPRECIATE THE OFFER, FURY--
--BUT I'M AFRAID I'LL HAVE TO PASS.
THE BOY I WAS BACK IN THE 50s--BUCKY, THE EAGER-EYED PARTNER OF THE THIRD CAPTAIN AMERICA--PROBABLY WOULD HAVE JUMPED AT THE CHANCE TO PLAY SECRET AGENT FOR UNCLE SAM!
BUT I'VE JUST COME OUT OF THIRTY YEARS IN SUSPENDED ANIMATION.* THERE'S A WHOLE NEW WORLD OUT THERE--WAITING FOR ME TO EXPLORE IT. AND I INTEND TO DO JUST THAT... ALONE... AS NOMAD!
*SEE CAP #281 FOR THE FULL STORY.
MARK MY WORDS, KID: YOU'D BE DOIN' THAT NEW WORLD OF YOURS A HECKUVA LOT MORE GOOD WORKIN' FOR US!
MAYBE SO, COLONEL. BUT I'VE GOT TO FIND OUT FOR MYSELF.
YOU KNOW, NICHOLAS--JUST SO YOU DON'T FEEL BAD ABOUT ALL THIS--
--I PROMISE TO COME BY TWICE A WEEK AND TELL YOU THE TIME!
'BYE!
SHEEEZ! EVERYBODY'S A COMEDIAN!
4

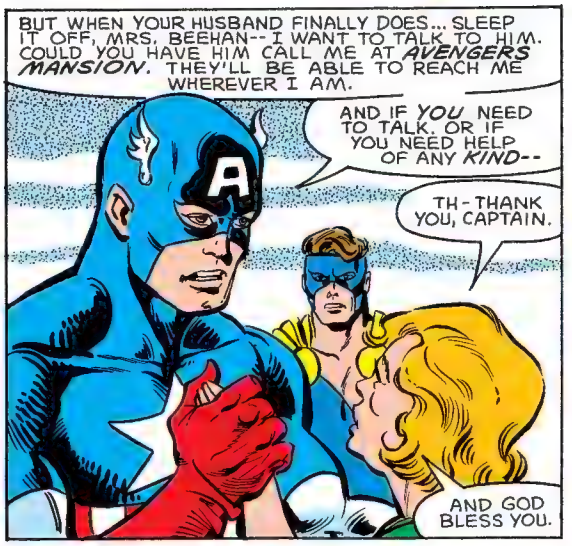

...BOY! I REALLY SOUNDED SURE OF MYSELF BACK THERE! BUT, DEEP DOWN, CAP-- I'M SCARED!
OF WHAT?
IN SOME WAYS, I'VE NEVER ADVANCED BEYOND THE FIFTEEN YEARS OLD I WAS WHEN MY CAPTAIN AMERICA FIRST RECRUITED ME! I WANT TO GO OUT THERE AND DISCOVER THIS STRANGE, NEW AMERICA--
--BUT I DON'T KNOW HOW!
LOOK, SON--I'M NOT LOOKING FOR A NEW PARTNER--AND I DON'T THINK YOU BEING IN THE SHADOW OF YET ANOTHER CAPTAIN AMERICA IS WHAT YOU NEED.
BUT--WHILE YOU'RE MAKING YOUR DECISIONS, WHILE YOU'RE BUILDING A REAL LIFE FOR YOURSELF IN 1983, YOU'RE WELCOME TO STAY WITH ME--AS A GUEST, AND AS A--
--FRIEND...?!
HELLLLLPP
UH-OH!
SOUNDS LIKE TROUBLE!
PLEASE...SOMEBODY! HE'S GOT A GUN! HE'S GOT A--
GET AWAY FROM THAT WINDOW!
=UMMMPH=
LET'S MOVE, NOMAD!
WOW--LOOK AT HIM GO! NOT A SECOND'S HESITATION... NOT A THOUGHT OF DANGER! HE JUST SEES TROUBLE--AND RUSHES OFF TO STOP IT!
5

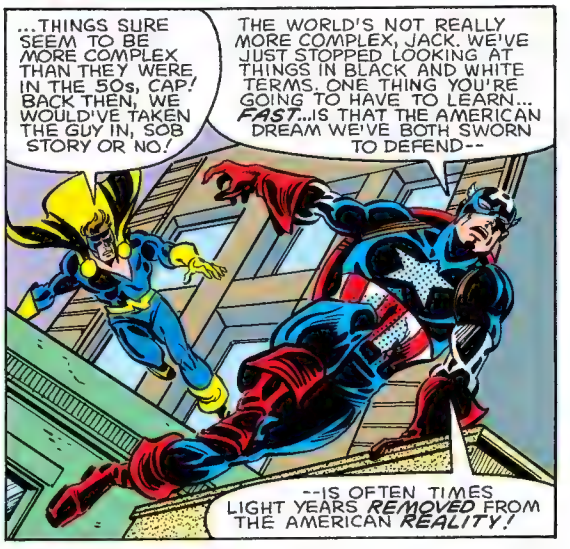
HE'S THE FIRST MAN TO WEAR THAT RED, WHITE, AND BLUE UNION SUIT--AND HE'S THE BEST!
IT WOULD TAKE ME YEARS TO LEARN ONE FOURTH OF WHAT HE KNOWS! I'LL PROBABLY NEVER BE ABLE TO--
EYES FRONT, JACK! YOUR MIND'S NOT ON WHAT YOU'RE DOING--
--AND IN THIS LINE-OF-WORK THAT COULD PROVE FATAL!
SORRY, CAP. IT WON'T HAPPEN AGAIN, I--
KEEP IT DOWN TO A WHISPER. WE DON'T WANT TO BE HEARD.
NOW WHAT SAY WE HAVE A DISCREET LOOK INSIDE...
I SHOULD KILL YOU! I SHOULD KILL YOU ALL, D'YA HEAR? THAT'S THE ONLY SMART THING TO DO!
I-I'M BEGGING YOU--PUT THE GUN AWAY! PLEASE!
I'LL HANDLE THE GUNMAN. YOU MAKE SURE THE WOMAN AND HER CHILDREN ARE OUT OF HARM'S WAY.
I'M READY WHEN YOU ARE--!
THEN LET'S DO IT, SON--
6


"-NOW!!"
WHAT INNA--?!
WHUNK!
AMERICA'S GREATEST HERO SPRINGS INTO ACTION LIKE A WELL-OILED MACHINE THROWING THE RAGING BEAR OF A MAN OFF BALANCE AND DRIVING HIM TO HIS KNEES WITH ONE DEFT MOVE!
WHILE NOMAD...
...DOES WHAT HE MUST...
DON'T BE AFRAID, MA'AM! EVERYTHING'S GOING TO BE ALL RIGHT!
NO THANKS TO ME! CAP WAS SURE ON THE MONEY BEFORE.
" HE NEEDS A PARTNER ABOUT AS MUCH AS HE NEEDS A WHEELCHAIR!"
WUD!
NOW JUST HOLD STILL, BEER-BREATH! YOU'VE DONE ENOUGH DAMAGE FOR ONE DAY!
C-CAPTAIN...DON'T HURT HIM!
DON'T HURT MY HUSBAND!!
HUSBAND...?
I CHECKED THE GUN, CAP, AND--
DON'T TELL ME. IT'S EMPTY.
RIGHT.
AW, TOMMY =SNIFF= YOU STUPID FOOL! WHY'D Y'HAVE TO DO THIS? =SNIFF= WHY?
7


SOON, BENEATH A SPRING SUN WHOSE BRIGHTNESS FAILS TO MASK THE DARK HURT IN A BROKEN WOMAN'S VOICE...
PLEASE, CAPTAIN AMERICA--DON'T CALL THE COPS ABOUT THIS. TOMMY'LL SLEEP IT OFF AN' HE'LL BE OKAY. YOU'LL SEE.
BUT--WHAT IF HE TRIES TO HURT YOU AGAIN, MRS. BEEHAN?
THE ONLY ONE TOMMY EVER REALLY HURTS...IS HIMSELF.

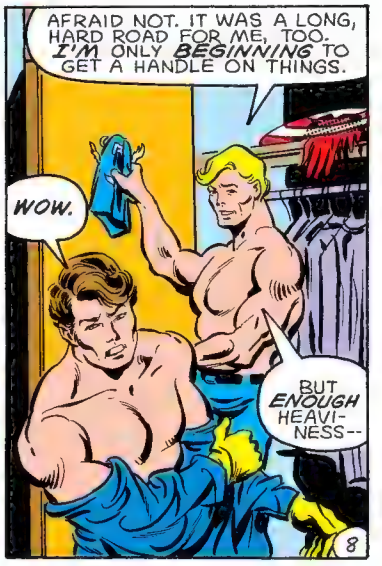

Y'SEE, HE'S BEEN OUTTA WORK FOR CLOSE TO TEN MONTHS. WE'VE BARELY BEEN GETTING BY ON THE UNEMPLOYMENT--AN' WITH ANOTHER BABY ON THE WAY, WELL--
TOMMY--HE DRINKS... TO FORGET, Y'KNOW? BUT, SOMETIMES, IT JUST MAKES HIM A LITTLE... CRAZIER.
ALL RIGHT, THEN. NO POLICE.


BUT WHEN YOUR HUSBAND FINALLY DOES... SLEEP IT OFF, MRS. BEEHAN--I WANT TO TALK TO HIM. COULD YOU HAVE HIM CALL ME AT AVENGERS MANSION. THEY'LL BE ABLE TO REACH ME WHEREVER I AM.
AND IF YOU NEED TO TALK, OR IF YOU NEED HELP OF ANY KIND--
TH-THANK YOU, CAPTAIN.
AND GOD BLESS YOU.


...THINGS SURE SEEM TO BE MORE COMPLEX THAN THEY WERE IN THE 50s, CAP! BACK THEN, WE WOULD'VE TAKEN THE GUY IN, SOB STORY OR NO!
THE WORLD'S NOT REALLY MORE COMPLEX, JACK. WE'VE JUST STOPPED LOOKING AT THINGS IN BLACK AND WHITE TERMS. ONE THING YOU'RE GOING TO HAVE TO LEARN... FAST...IS THAT THE AMERICAN DREAM WE'VE BOTH SWORN TO DEFEND--
--IS OFTEN TIMES LIGHT YEARS REMOVED FROM THE AMERICAN REALITY!

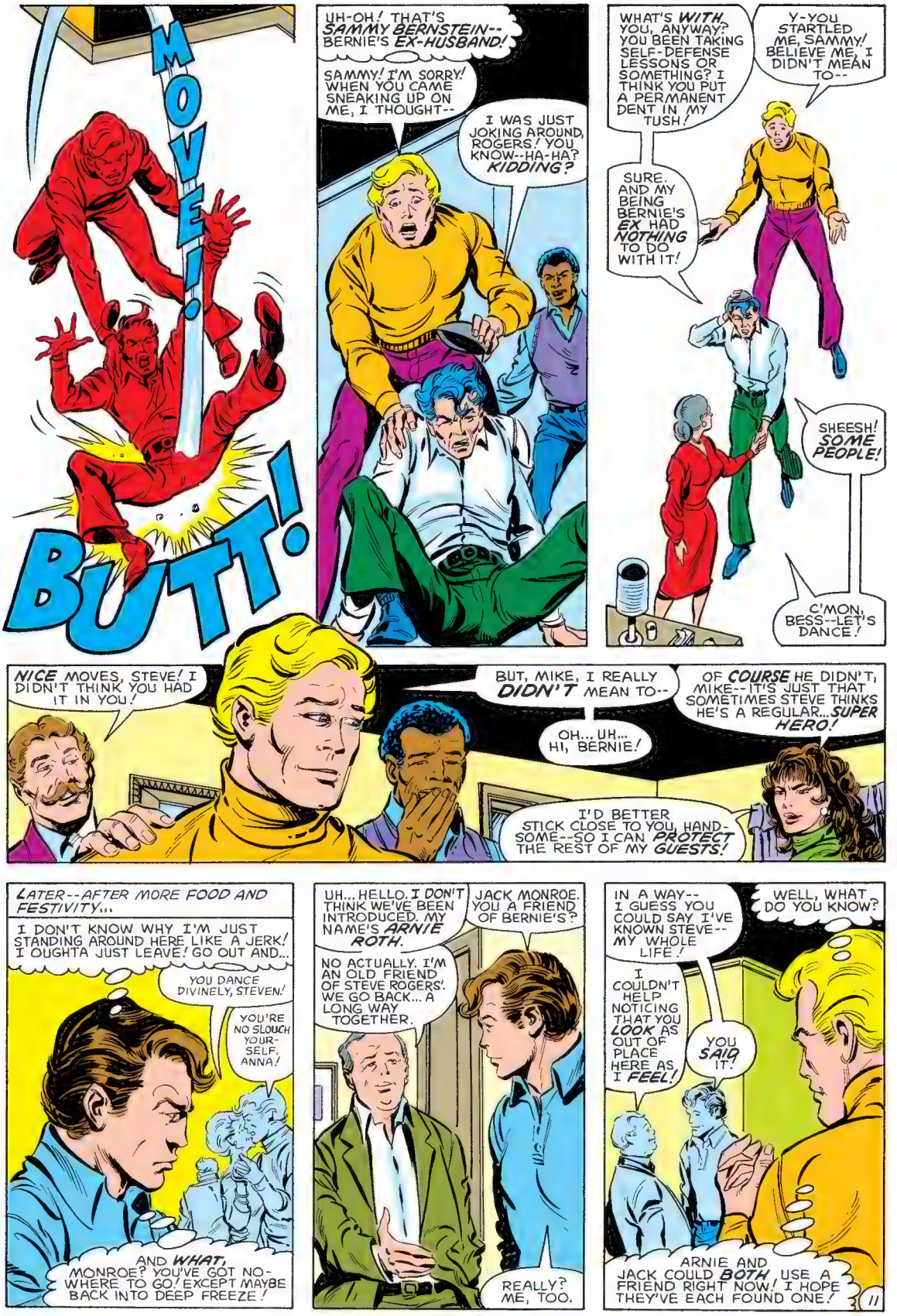
THESE ARE STRANGE TIMES WE'RE LIVING IN. HARD TIMES. AND PEOPLE AREN'T SO EASILY PIGEON-HOLED INTO GOOD GUYS AND BAD GUYS. YOU'VE GOT TO LEARN TO TRUST YOUR INSTINCTS AS MUCH AS YOU TRUST THE FLAG!
AND WHEN I LOOKED INTO THAT WOMAN'S EYES... SAW THE UNCONDITIONAL LOVE FOR HER HUSBAND BLAZING THERE--

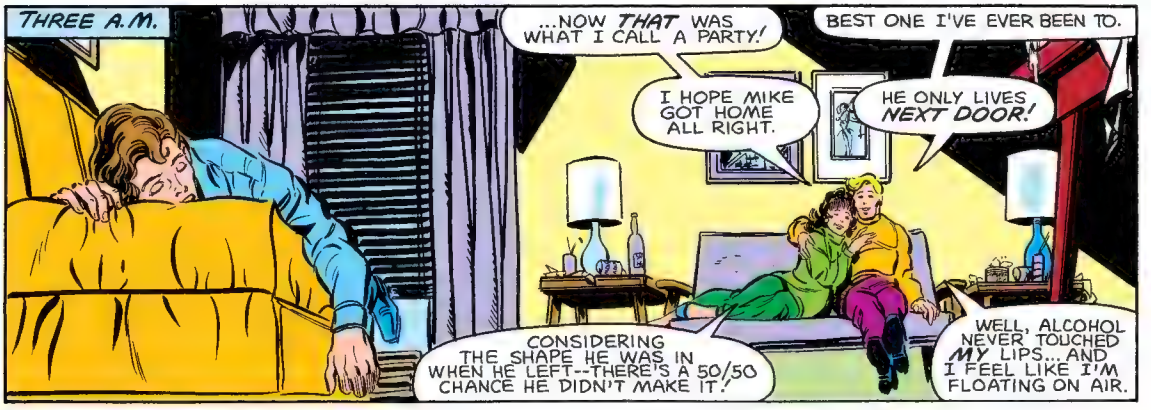
--THERE WAS NO WAY I COULD TURN AROUND AND TAKE THAT MAN IN.
I GUESS I'M NOT GOING TO BE DOING ANY OVERNIGHT ADJUSTING, HUH?


AFRAID NOT. IT WAS A LONG, HARD ROAD FOR ME, TOO. I'M ONLY BEGINNING TO GET A HANDLE ON THINGS.
WOW.
BUT ENOUGH HEAVI-NESS--
8

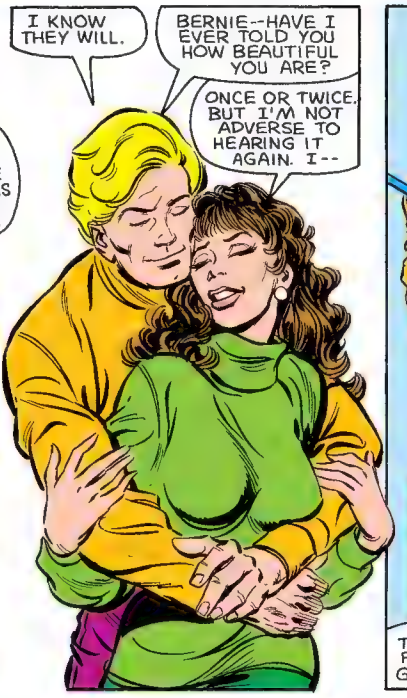
--WE'RE LATE FOR A PARTY!
LOOK, STEVE MAYBE I SHOULDN'T GO. I DON'T KNOW ANYONE THERE AND--
NONSENSE! BERNIE'S BEEN PLANNING THIS LITTLE BASH FOR WEEKS... IT'S GOING TO BE TERRIFIC--
--AND I GUARANTEE YOU HOURS OF FUN--OR YOUR MONEY BACK!
BUT, STEVE, I--
JACK, YOU WANT TO START OVER IN THE 1980s? WELL, THE BEST WAY TO DO THAT IS TO MEET THE PEOPLE OF THE 1980s. FRIENDS, JACK-- THEY'RE WHAT HOLD US TOGETHER NO MATTER WHAT THE YEAR.
AND, BELIEVE ME--
-- I'VE BEEN BLESSED WITH THE BEST!
...SOMETHING TO DRINK, ARNOLD?
UH... NO THANKS MRS. KAPPELBAUM.
OH, GEEZ -- I'M SO NERVOUS I FEEL LIKE SOMEONE'S TWISTED MY STOMACH MUSCLES IN KNOTS!
STEVE! YOU MADE IT! EVERYONE'S HERE, HONEY! EVEN YOUR FRIEND SAM CAME!
ANNA.
GREAT. I BROUGHT JACK ALONG WITH ME. HIYA, MIKE!
HI YOURSELF, NEIGHBOR! LONG TIME NO SEE!
KNISHES! STUFFED CABBAGE! PIGS IN BLANKETS! ECSTASY!
SAM WILSON! HOW GOES IT, BROTHER?
JOSH! GOOD T'SEE YOU!
--HE WAS NAILED TO THE CHICKEN! HAW-HAW-HAW!!
HONESTLY, LENNY! YOUR JOKES--!
9

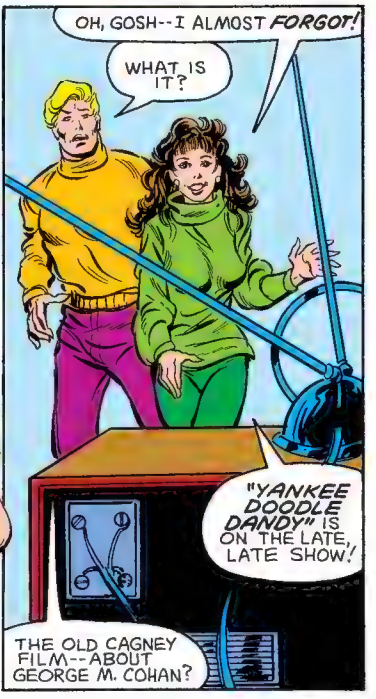
C'MERE, HANDSOME! I WANT THE WORLD'S BIGGEST HUG AND I WANT IT NOW!
BERNIE, YOU LOOK SO HAPPY YOU'RE PRACTICALLY GLOWING!
WHY SHOULDN'T I BE HAPPY?
WE'RE TOGETHER... SURROUNDED BY OUR FRIENDS...AND THERE'S NOT A SUPER-VILLAIN IN SIGHT!
BERNIE--!!
OOOOOPS! SORRY! ALMOST GAVE AWAY THE BIG SECRET!
WELL, I'LL LET YOU OFF THE HOOK THIS TIME-- BUT NEXT TIME I MAY HAVE TO TAKE YOU OVER MY KNEE AND SPANK YOU!
IS THAT A PROMISE?
YEAH. HAVE A GOOD TIME, GUYS.
...HEY, JOSH-- LOOK WHO'S HERE! OL' BLUE EYES IS BACK!
JOSH! I HAVEN'T SEEN YOU IN WEEKS!
WHICH IS KINDA STRANGE CONSIDERING WE'RE NEIGHBORS!
BUT, THEN AGAIN--IT COULD BE BECAUSE THIS BEAUTIFUL LADY HAS BEEN KEEPING ME VERY BUSY. DIANA NICHOLIS... MEET STEVE ROGERS.
A PLEASURE, STEVE.
WHAT? NO WARM WELCOMES FOR ME, OL' BUDDY?
JUST SAVING THE BEST FOR LAST, MISTER WILSON! HOW ARE YOU, SAM?
SURVIVING, MAN! SURVIVING!
AND HOW GOES THE CONGRESSIONAL CAMPAIGN?
WELL...AFTER MY LITTLE CONFESSION TO THE PAPERS,* I TOOK A NOSEDIVE IN THE POLLS. SEEMS PEOPLE AREN'T TOO HOT ON ELECTED OFFICIALS WITH A HISTORY OF MENTAL ILLNESS.
BUT WHAT ABOUT YOU, MAN? I'LL TELL YA-- WHEN BERNIE AND THAT BUCKY-CLONE CAME T'SEE ME THE OTHER NIGHT**-- I WAS WORRIED SICK!
WELL, THE VIPER WAS A TOUGH NUT TO CRACK, AS USUAL--
*CAP #278 & ** #282.
--BUT EVERYTHING WORKED ITSELF OUT IN THE--
--END...??!!
ALRIGHT, BOYCHIK, DON'T--
10

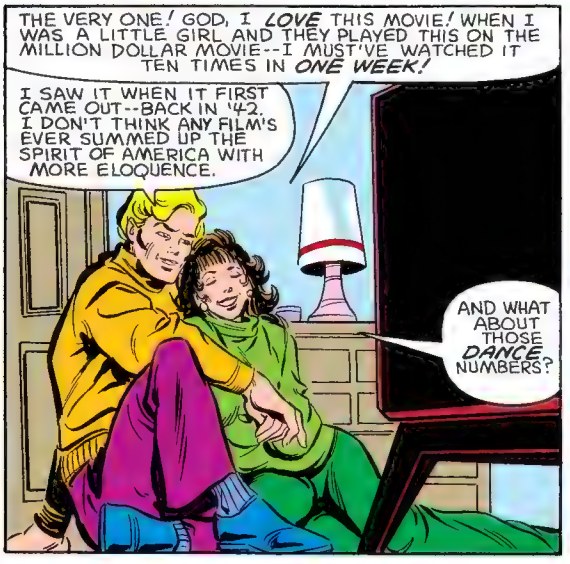

MOVE!
BUTT!
UH-OH! THAT'S SAMMY BERNSTEIN--BERNIE'S EX-HUSBAND!
SAMMY! I'M SORRY! WHEN YOU CAME SNEAKING UP ON ME, I THOUGHT--
I WAS JUST JOKING AROUND, ROGERS! YOU KNOW--HA-HA? KIDDING?
WHAT'S WITH YOU, ANYWAY? YOU BEEN TAKING SELF-DEFENSE LESSONS OR SOMETHING? I THINK YOU PUT A PERMANENT DENT IN MY TUSH!
Y-YOU STARTLED ME, SAMMY! BELIEVE ME, I DIDN'T MEAN TO--
SURE. AND MY BEING BERNIE'S EX HAD NOTHING TO DO WITH IT!
SHEESH! SOME PEOPLE!
C'MON, BESS--LET'S DANCE!
NICE MOVES, STEVE! I DIDN'T THINK YOU HAD IT IN YOU!
BUT, MIKE, I REALLY DIDN'T MEAN TO--
OF COURSE HE DIDN'T, MIKE--IT'S JUST THAT SOMETIMES STEVE THINKS HE'S A REGULAR...SUPER HERO!
OH... UH... HI, BERNIE!
I'D BETTER STICK CLOSE TO YOU, HANDSOME--SO I CAN PROTECT THE REST OF MY GUESTS!
LATER--AFTER MORE FOOD AND FESTIVITY...
I DON'T KNOW WHY I'M JUST STANDING AROUND HERE LIKE A JERK! I OUGHTA JUST LEAVE! GO OUT AND...
YOU DANCE DIVINELY, STEVEN!
YOU'RE NO SLOUCH YOURSELF, ANNA!
AND WHAT, MONROE? YOU'VE GOT NOWHERE TO GO! EXCEPT MAYBE BACK INTO DEEP FREEZE!
UH... HELLO. I DON'T THINK WE'VE BEEN INTRODUCED. MY NAME'S ARNIE ROTH.
JACK MONROE. YOU A FRIEND OF BERNIE'S?
NO ACTUALLY. I'M AN OLD FRIEND OF STEVE ROGERS'. WE GO BACK... A LONG WAY TOGETHER.
REALLY? ME, TOO.
IN A WAY--I GUESS YOU COULD SAY I'VE KNOWN STEVE--MY WHOLE LIFE!
WELL, WHAT DO YOU KNOW?
I COULDN'T HELP NOTICING THAT YOU LOOK AS OUT OF PLACE HERE AS I FEEL!
YOU SAID IT.
ARNIE AND JACK COULD BOTH USE A FRIEND RIGHT NOW! I HOPE THEY'VE EACH FOUND ONE!
11


THREE A.M.
...NOW THAT WAS WHAT I CALL A PARTY!
BEST ONE I'VE EVER BEEN TO.
I HOPE MIKE GOT HOME ALL RIGHT.
HE ONLY LIVES NEXT DOOR!
CONSIDERING THE SHAPE HE WAS IN WHEN HE LEFT--THERE'S A 50/50 CHANCE HE DIDN'T MAKE IT.
WELL, ALCOHOL NEVER TOUCHED MY LIPS...AND I FEEL LIKE I'M FLOATING ON AIR.

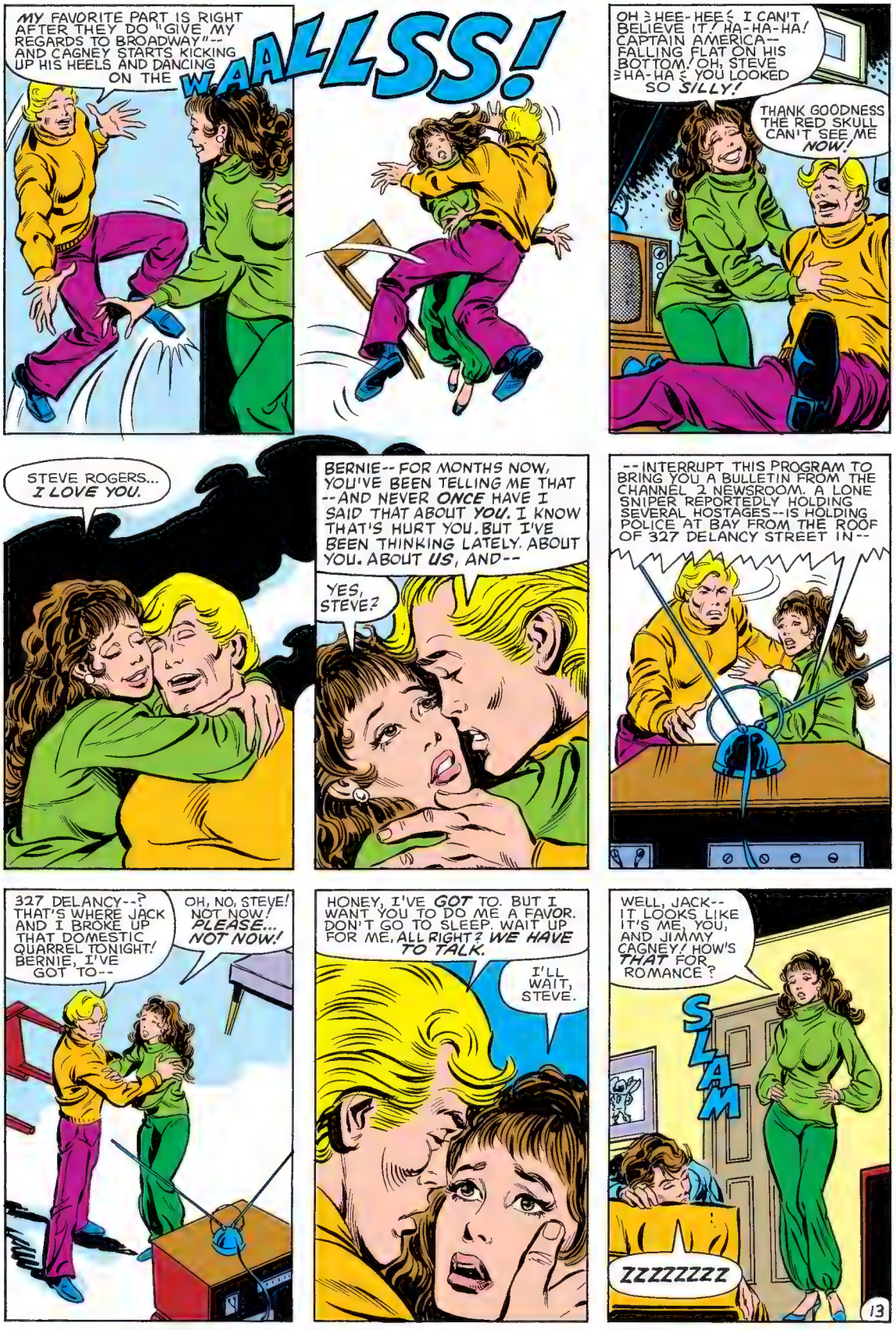
JACK SEEMED TO HAVE A GOOD TIME ONCE THE INITIAL ICE WAS BROKEN.
YES, BUT I THINK THE EXCITEMENT WAS A LITTLE TOO MUCH FOR HIM.
HE'S A SWEET KID. I HOPE HIS PROBLEMS IRON THEMSELVES OUT.


I KNOW THEY WILL.
BERNIE--HAVE I EVER TOLD YOU HOW BEAUTIFUL YOU ARE?
ONCE OR TWICE. BUT I'M NOT ADVERSE TO HEARING IT AGAIN. I--

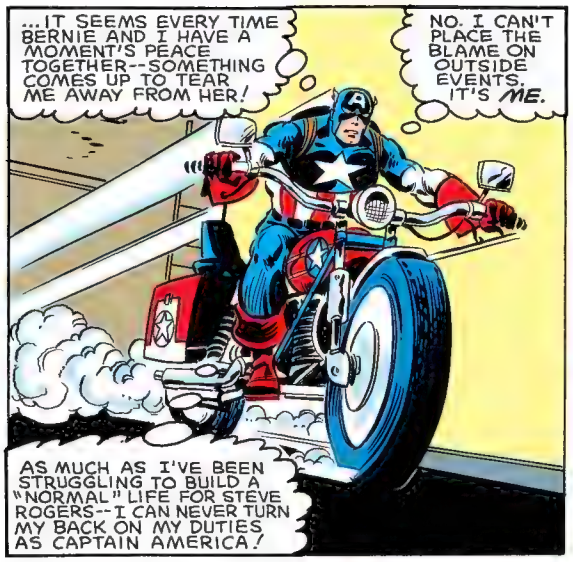

OH, GOSH--I ALMOST FORGOT!
WHAT IS IT?
"YANKEE DOODLE DANDY" IS ON THE LATE, LATE SHOW!
THE OLD CAGNEY FILM--ABOUT GEORGE M. COHAN?

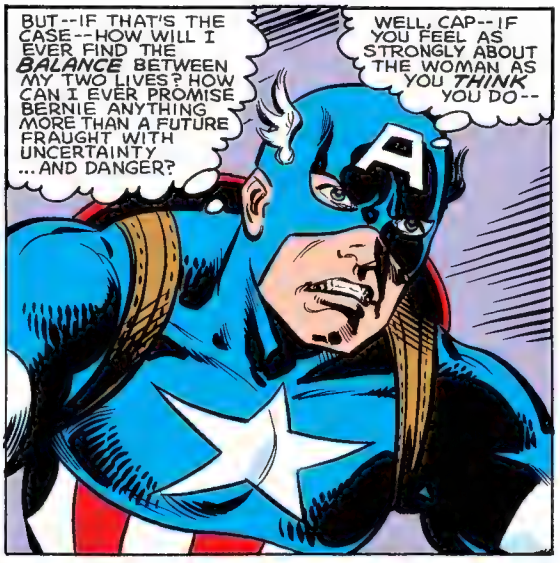

THE VERY ONE! GOD, I LOVE THIS MOVIE! WHEN I WAS A LITTLE GIRL AND THEY PLAYED THIS ON THE MILLION DOLLAR MOVIE--I MUST'VE WATCHED IT TEN TIMES IN ONE WEEK!
I SAW IT WHEN IT FIRST CAME OUT--BACK IN '42. I DON'T THINK ANY FILM'S EVER SUMMED UP THE SPIRIT OF AMERICA WITH MORE ELOQUENCE.
AND WHAT ABOUT THOSE DANCE NUMBERS?

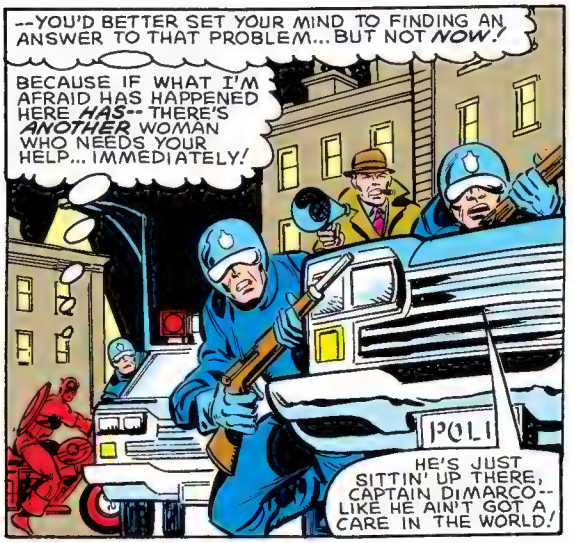
♪ YOU'RE A GRAND OLD FLAG-- YOU'RE A HIGH-FLYING FLAG-- AND FOREVER IN PEACE MAY YOU WAVE! ♪
TELL ME: HAVE YOU EVER SEEN SUCH GRACE AND STYLE? 12


MY FAVORITE PART IS RIGHT AFTER THEY DO "GIVE MY REGARDS TO BROADWAY"-- AND CAGNEY STARTS KICKING UP HIS HEELS AND DANCING ON THE
WAALLSS!
OH HEE-HEE I CAN'T BELIEVE IT! HA-HA-HA! CAPTAIN AMERICA-- FALLING FLAT ON HIS BOTTOM! OH, STEVE HA-HA YOU LOOKED SO SILLY!
THANK GOODNESS THE RED SKULL CAN'T SEE ME NOW!
STEVE ROGERS... I LOVE YOU.
BERNIE-- FOR MONTHS NOW, YOU'VE BEEN TELLING ME THAT --AND NEVER ONCE HAVE I SAID THAT ABOUT YOU. I KNOW THAT'S HURT YOU. BUT I'VE BEEN THINKING LATELY. ABOUT YOU. ABOUT US, AND--
YES, STEVE?
--INTERRUPT THIS PROGRAM TO BRING YOU A BULLETIN FROM THE CHANNEL 2 NEWSROOM. A LONE SNIPER REPORTEDLY HOLDING SEVERAL HOSTAGES--IS HOLDING POLICE AT BAY FROM THE ROOF OF 327 DELANCY STREET IN--
327 DELANCY--? THAT'S WHERE JACK AND I BROKE UP THAT DOMESTIC QUARREL TONIGHT! BERNIE, I'VE GOT TO--
OH, NO, STEVE! NOT NOW! PLEASE... NOT NOW!
HONEY, I'VE GOT TO. BUT I WANT YOU TO DO ME A FAVOR. DON'T GO TO SLEEP. WAIT UP FOR ME, ALL RIGHT? WE HAVE TO TALK.
I'LL WAIT, STEVE.
WELL, JACK-- IT LOOKS LIKE IT'S ME, YOU, AND JIMMY CAGNEY! HOW'S THAT FOR ROMANCE?
SLAM
ZZZZZZZZ
13

INTERLUDE. THIS EAST SIDE LUXURY APARTMENT BUILDING TOWERS OVER THE MANHATTAN STREETS...A TRIBUTE IN GLASS AND STEEL TO MODERN ARCHITECTURE.
BUT FOR ALL ITS SLEEK MAJESTY, THIS SKYSCRAPER SEEMS A COLD AND LONELY PLACE TO LIVE...
...AND AN EVEN LONELIER PLACE TO DIE...
...I THOUGHT HE WAS DELIRIOUS, DOCTOR HAMER. I MEAN, IT WAS A RATHER ODD REQUEST!
I REALIZE THAT, NURSE. BUT I'VE KNOWN JEFF MACE FOR MANY YEARS. HE'S LIVED AN EXTRA-ORDINARY LIFE.
AND, IN LIGHT OF THAT, HIS REQUEST ISN'T REALLY ODD AT ALL.
"THE MAN HAS CANCER, NURSE. HE KNOWS HIS HOURS ON THIS EARTH ARE NUMBERED.
"AND IF HE WANTS TO SEE CAPTAIN AMERICA BEFORE HIS LAST BREATH IS DRAWN--
"--THEN, BLAST IT, WE'RE GOING TO FIND CAPTAIN AMERICA!"
IT'S THE LEAST WE CAN DO FOR THE MAN WHO WAS ONCE KNOWN AS--
--THE PATRIOT!
INTERLUDE ENDS.
14


...IT SEEMS EVERY TIME BERNIE AND I HAVE A MOMENT'S PEACE TOGETHER--SOMETHING COMES UP TO TEAR ME AWAY FROM HER!
NO. I CAN'T PLACE THE BLAME ON OUTSIDE EVENTS. IT'S ME.
AS MUCH AS I'VE BEEN STRUGGLING TO BUILD A "NORMAL" LIFE FOR STEVE ROGERS--I CAN NEVER TURN MY BACK ON MY DUTIES AS CAPTAIN AMERICA!


BUT--IF THAT'S THE CASE--HOW WILL I EVER FIND THE BALANCE BETWEEN MY TWO LIVES? HOW CAN I EVER PROMISE BERNIE ANYTHING MORE THAN A FUTURE FRAUGHT WITH UNCERTAINTY ...AND DANGER?
WELL, CAP--IF YOU FEEL AS STRONGLY ABOUT THE WOMAN AS YOU THINK YOU DO--

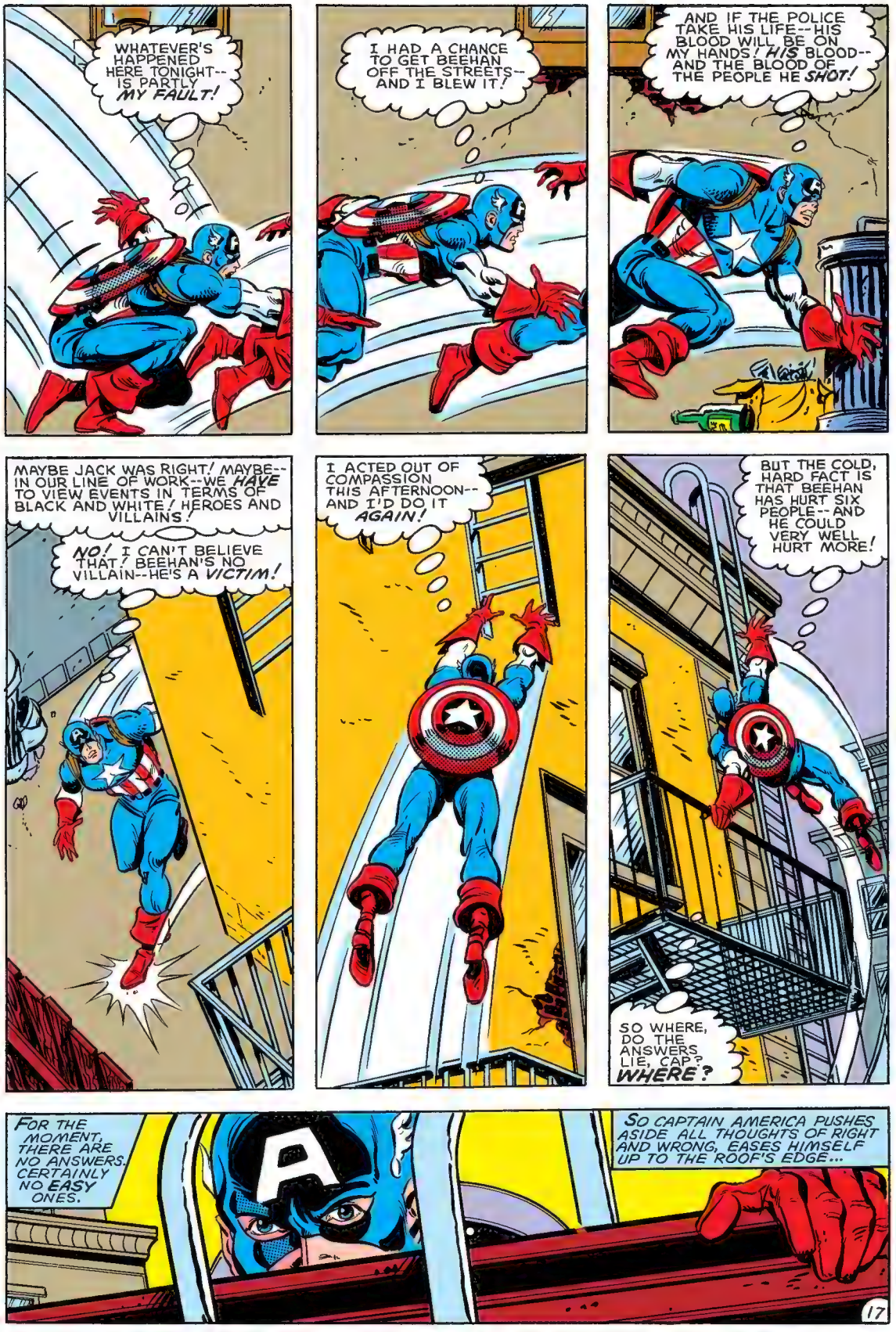

--YOU'D BETTER SET YOUR MIND TO FINDING AN ANSWER TO THAT PROBLEM... BUT NOT NOW!
BECAUSE IF WHAT I'M AFRAID HAS HAPPENED HERE HAS-- THERE'S ANOTHER WOMAN WHO NEEDS YOUR HELP... IMMEDIATELY!
POLI
HE'S JUST SITTIN' UP THERE, CAPTAIN DIMARCO--LIKE HE AIN'T GOT A CARE IN THE WORLD!

I WOULDN'T BET ON THAT, SON!
HUH? CAPTAIN AMERICA?
THERE SOMETHIN' BIG GOIN' ON HERE THAT WE DON'T KNOW ABOUT?
NO SUPER-TYPES, IF THAT'S WHAT YOU MEAN. WHAT'S THE SITUATION?

GUY'S BEEN UP THERE SHOOTIN' FOR THREE HOURS. PUT A HALF A DOZEN PEOPLE IN THE HOSPITAL 'FORE WE SHOWED UP. NO SERIOUS INJURIES, THANK GOD. WE TRIED TALKIN' 'IM DOWN--BUT NO GO.
AN' HE SAYS IF WE TRY ANYTHING--HE'LL KILL HIS HOSTAGES!
MAY I HAVE A LOOK?

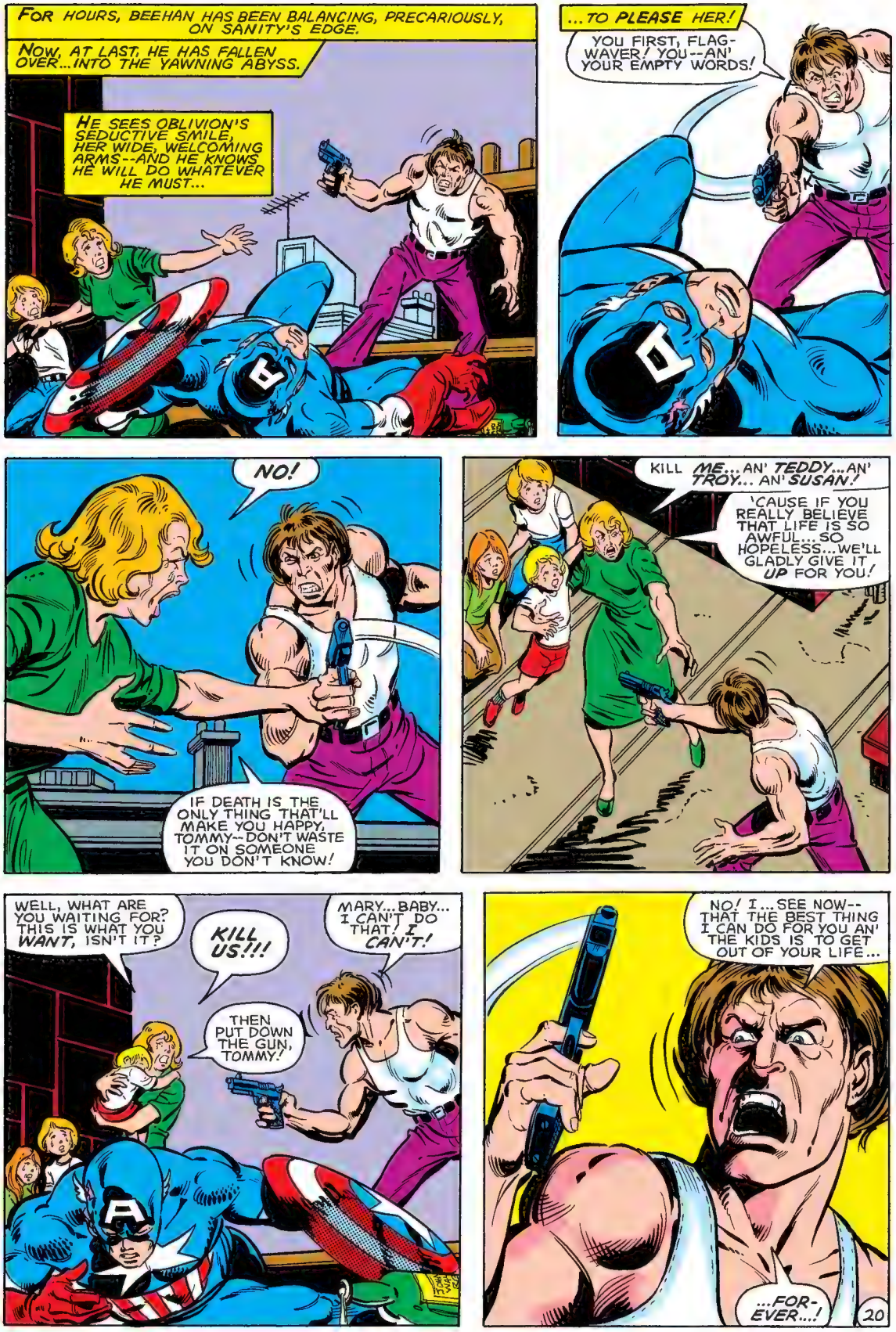
HE LOOKS, AND--SADLY--HE IS NOT SURPRISED.
15

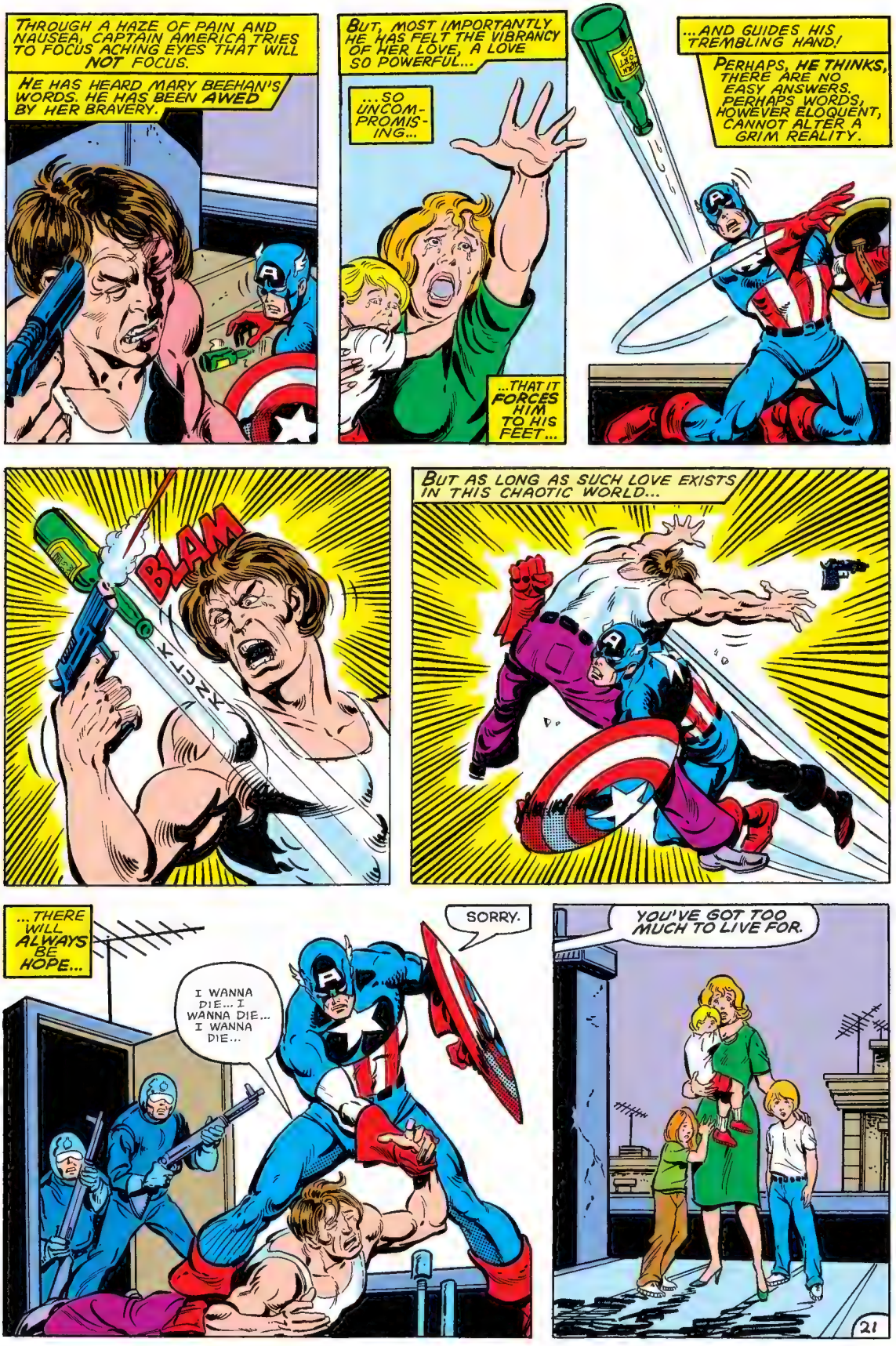
DEAR LORD! AND TO THINK I COULD HAVE STOPPED HIM!
I'LL TELL YA, CAP--WE'VE ONLY GOT ONE CHOICE OPEN TO US. WE'VE GOTTA TRY AND PICK 'IM OFF...ONE CLEAN SHOT THAT'LL TAKE 'IM OUT BEFORE HE HURTS THAT WOMAN AN' HER KIDS!
CAPTAIN DiMARCO, I'D LIKE YOU TO HOLD OFF ON THAT FOR A WHILE. LET ME STOP THIS MADNESS--BEFORE ANYONE ELSE IS HURT!
HOWCUM I FEEL LIKE I AIN'T GOT A CHOICE?
AWRIGHT, CAP! YOU'VE GOT TEN MINUTES--AND NOT A SECOND LONGER! I'M NOT PLAYIN' GAMES WITH INNOCENT LIVES, YOU UNDERSTAND?
I UNDERSTAND, CAPTAIN--
"--ALL TOO WELL!"
WHAT'S GOIN' ON DOWN THERE?
BLAM BLAM BLAM
YOU BUMS UP TO SOMETHIN'?
TEN MINUTES, AVENGER--DO YOU HEAR ME?! TEN MINUTES!
PING WING PING
PING PING WING
DiMARCO'S NERVOUS--AND I CAN'T BLAME HIM! BUT I CAN'T LET THE POLICE JUST SHOOT BEEHAN DOWN!
16


WHATEVER'S HAPPENED HERE TONIGHT--IS PARTLY MY FAULT!
I HAD A CHANCE TO GET BEEHAN OFF THE STREETS--AND I BLEW IT!
AND IF THE POLICE TAKE HIS LIFE--HIS BLOOD WILL BE ON MY HANDS! HIS BLOOD--AND THE BLOOD OF THE PEOPLE HE SHOT!
MAYBE JACK WAS RIGHT! MAYBE--IN OUR LINE OF WORK--WE HAVE TO VIEW EVENTS IN TERMS OF BLACK AND WHITE! HEROES AND VILLAINS!
NO! I CAN'T BELIEVE THAT! BEEHAN'S NO VILLAIN--HE'S A VICTIM!
I ACTED OUT OF COMPASSION THIS AFTERNOON--AND I'D DO IT AGAIN!
BUT THE COLD, HARD FACT IS THAT BEEHAN HAS HURT SIX PEOPLE--AND HE COULD VERY WELL HURT MORE!
SO WHERE, DO THE ANSWERS LIE, CAP? WHERE?
FOR THE MOMENT, THERE ARE NO ANSWERS. CERTAINLY NO EASY ONES.
SO CAPTAIN AMERICA PUSHES ASIDE ALL THOUGHTS OF RIGHT AND WRONG, EASES HIMSELF UP TO THE ROOF'S EDGE...
17

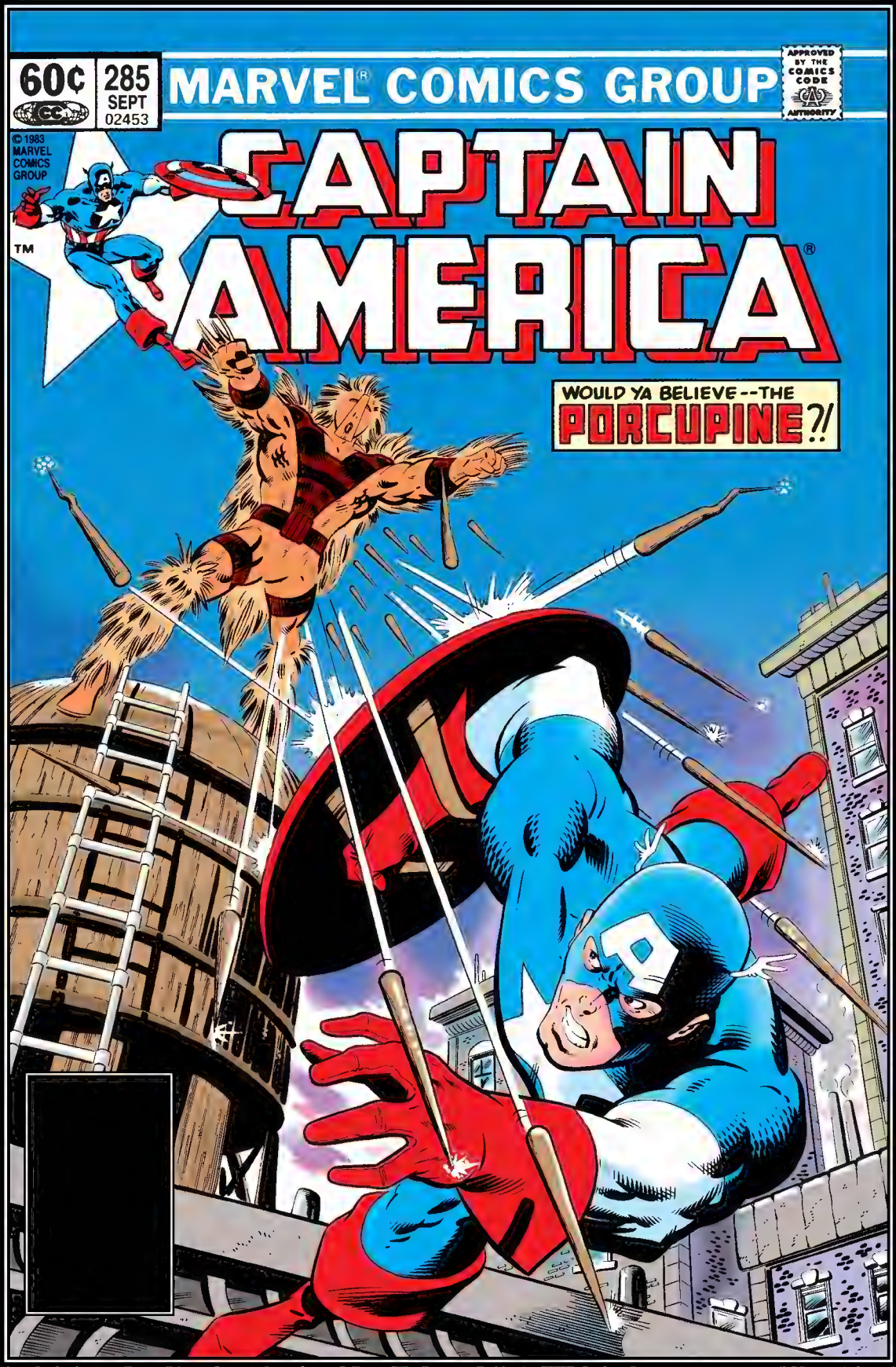
...AND CONCENTRATES ON THE TASK AT HAND!
DON'T MESS WITH ME, YA STINKIN' BUMS! I GOT NOTHIN' T'LOSE! I DON'T CARE IF YOU KILL ME-- AN' I'LL TAKE AS MANY O' YOU AS I CAN DOWN WITH ME!
TOMMY... PLEASE... DON'T! DON'T!
BLAM BLAM
DON'T? WHEN'RE YOU GONNA GET THINGS STRAIGHT, MARY? IT'S ALL HOPELESS! ME. YOU. THE KIDS. THIS CRUMMY WORLD! HOPELESS!
CAN'T YOU SEE? WE'RE ALL BETTER OFF DEAD!
THAT'S NOT TRUE.
WHO IN THE--?
YOU!
GIVE ME THE GUN, BEEHAN. THIS ISN'T ANY KIND OF SOLUTION.
AIN'T IT?
I GAVE THIS COUNTRY ALL OF MYSELF THAT I HAD TO GIVE... FOUGHT IN KOREA... WORKED MY BUTT OFF FOR THIRTY YEARS, NEVER ONCE LEAVIN' THE STRAIGHT AND NARROW--
--AN' WHERE DID IT GET ME? NOWHERE!
MY KIDS'RE GROWIN' UP WITH LESS THAN I HAD! MY WHOLE LIFE'S A FREAKIN' JOKE!
I'M A DISGRACE!
PLEASE, BEEHAN. LISTEN TO ME. I KNOW THINGS ARE HARD. BUT THEY'VE BEEN HARD BEFORE. I GREW UP DURING THE GREAT DEPRESSION. IF THERE WAS EVER A TIME TO GIVE UP HOPING-- THAT WAS IT.
BUT WE DIDN'T STOP HOPING. WE HUNG ON. WE HUNG ON, MAN!
AND, IN TIME, THINGS DID GET BETTER. NOT OVERNIGHT... BUT SLOWLY.
AND I SWEAR TO YOU-- THEY'LL GET BETTER AGAIN!
18

BULL!
YA CAN'T JUST MAKE THINGS BETTER WITH ALOT OF STUPID, EMPTY WORDS!
LIFE AIN'T THAT SIMPLE, MISTER--AND YOU KNOW IT!
YES. I SUPPOSE I DO.
BUT, TELL ME: IS DEATH ANY--
OH, NO!
EYES TRAINED BY A THOUSAND BATTLES TO SPOT THE SLIGHTEST HINT OF HOSTILE MOVEMENT ALIGHT ON A SHADOW-SHROUDED FIGURE ACROSS THE WAY. CAP SEES THE STEADY SWEEP OF THE RIFLE AS THE POLICE MARKSMAN TAKES HIS AIM...
...AND HE KNOWS...
...HE HAS ONLY SECONDS...
...TO ACT!
BANG
AS THE BULLET CREASES HIS SKULL, AMERICA'S GREATEST HERO SEEMS TO HEAR THOMAS BEEHAN'S ANGRY VOICE IN HIS MIND: "LIFE AIN'T THAT SIMPLE, MISTER! AND YOU KNOW IT!"
ARGH!
P-ZING
THE VOICE ECHOES, TAUNTING HIM, AS HE TUMBLES INTO UNCONSCIOUSNESS.
19


FOR HOURS, BEEHAN HAS BEEN BALANCING, PRECARIOUSLY, ON SANITY'S EDGE.
NOW, AT LAST, HE HAS FALLEN OVER...INTO THE YAWNING ABYSS.
HE SEES OBLIVION'S SEDUCTIVE SMILE, HER WIDE, WELCOMING ARMS--AND HE KNOWS HE WILL DO WHATEVER HE MUST...
...TO PLEASE HER!
YOU FIRST, FLAG-WAVER! YOU--AN' YOUR EMPTY WORDS!
NO!
IF DEATH IS THE ONLY THING THAT'LL MAKE YOU HAPPY, TOMMY--DON'T WASTE IT ON SOMEONE YOU DON'T KNOW!
KILL ME...AN' TEDDY...AN' TROY...AN' SUSAN!
'CAUSE IF YOU REALLY BELIEVE THAT LIFE IS SO AWFUL...SO HOPELESS...WE'LL GLADLY GIVE IT UP FOR YOU!
WELL, WHAT ARE YOU WAITING FOR? THIS IS WHAT YOU WANT, ISN'T IT?
KILL US!!!
MARY...BABY... I CAN'T DO THAT! I CAN'T!
THEN PUT DOWN THE GUN, TOMMY!
NO! I...SEE NOW--THAT THE BEST THING I CAN DO FOR YOU AN' THE KIDS IS TO GET OUT OF YOUR LIFE...
...FOR-EVER...!
20


THROUGH A HAZE OF PAIN AND NAUSEA, CAPTAIN AMERICA TRIES TO FOCUS ACHING EYES THAT WILL NOT FOCUS.
HE HAS HEARD MARY BEEHAN'S WORDS. HE HAS BEEN AWED BY HER BRAVERY.
BUT, MOST IMPORTANTLY HE HAS FELT THE VIBRANCY OF HER LOVE, A LOVE SO POWERFUL...
...SO UNCOMPROMISING...
...THAT IT FORCES HIM TO HIS FEET...
...AND GUIDES HIS TREMBLING HAND!
PERHAPS, HE THINKS, THERE ARE NO EASY ANSWERS. PERHAPS WORDS, HOWEVER ELOQUENT, CANNOT ALTER A GRIM REALITY.
BLAM
BUT AS LONG AS SUCH LOVE EXISTS IN THIS CHAOTIC WORLD...
...THERE WILL ALWAYS BE HOPE...
I WANNA DIE... I WANNA DIE... I WANNA DIE...
SORRY.
YOU'VE GOT TOO MUCH TO LIVE FOR.
21

EPILOGUE
BERNIE...?
HI.
YOU WAITED.
UH-HUH.
Y'KNOW, I'VE BEEN SITTING HERE THINKING.
ABOUT WHAT?
ABOUT "YANKEE DOODLE DANDY," BELIEVE IT OR NOT.
THERE'S A LINE IN THERE WERE SOMEONE TALKING ABOUT COHAN SAYS "HE'S THE WHOLE COUNTRY--SQUEEZED INTO ONE PAIR OF PANTS."
PRETTY GOOD DESCRIPTION OF A CERTAIN...GOOD FRIEND OF MINE.
BERNIE?
YES, STEVE?
I LOVE YOU.
I KNOW.
END.
NEXT: THE PORCUPINE!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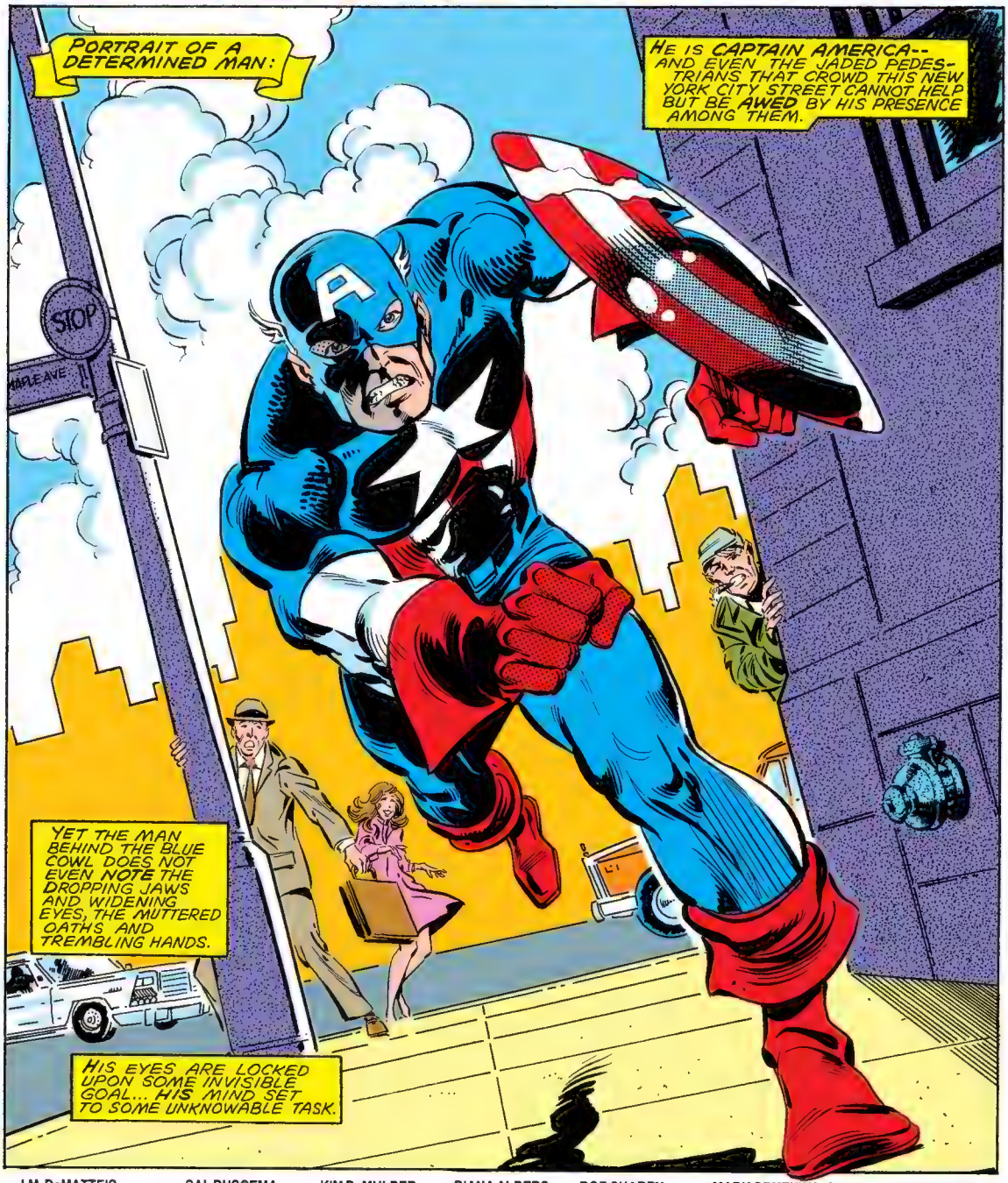
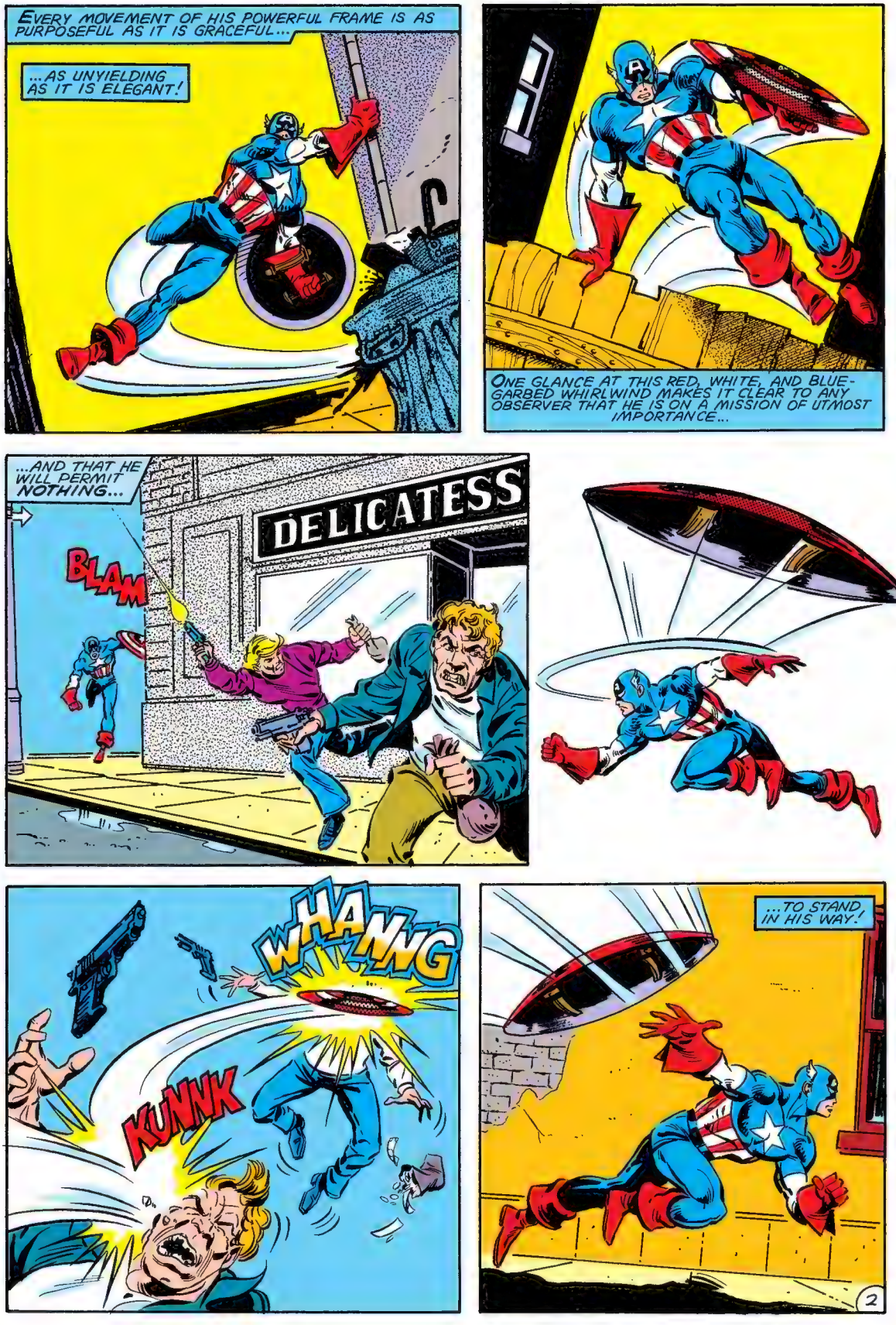
CAPTAIN AMERICA®
WOULD YA BELIEVE--THE PORCUPINE?!

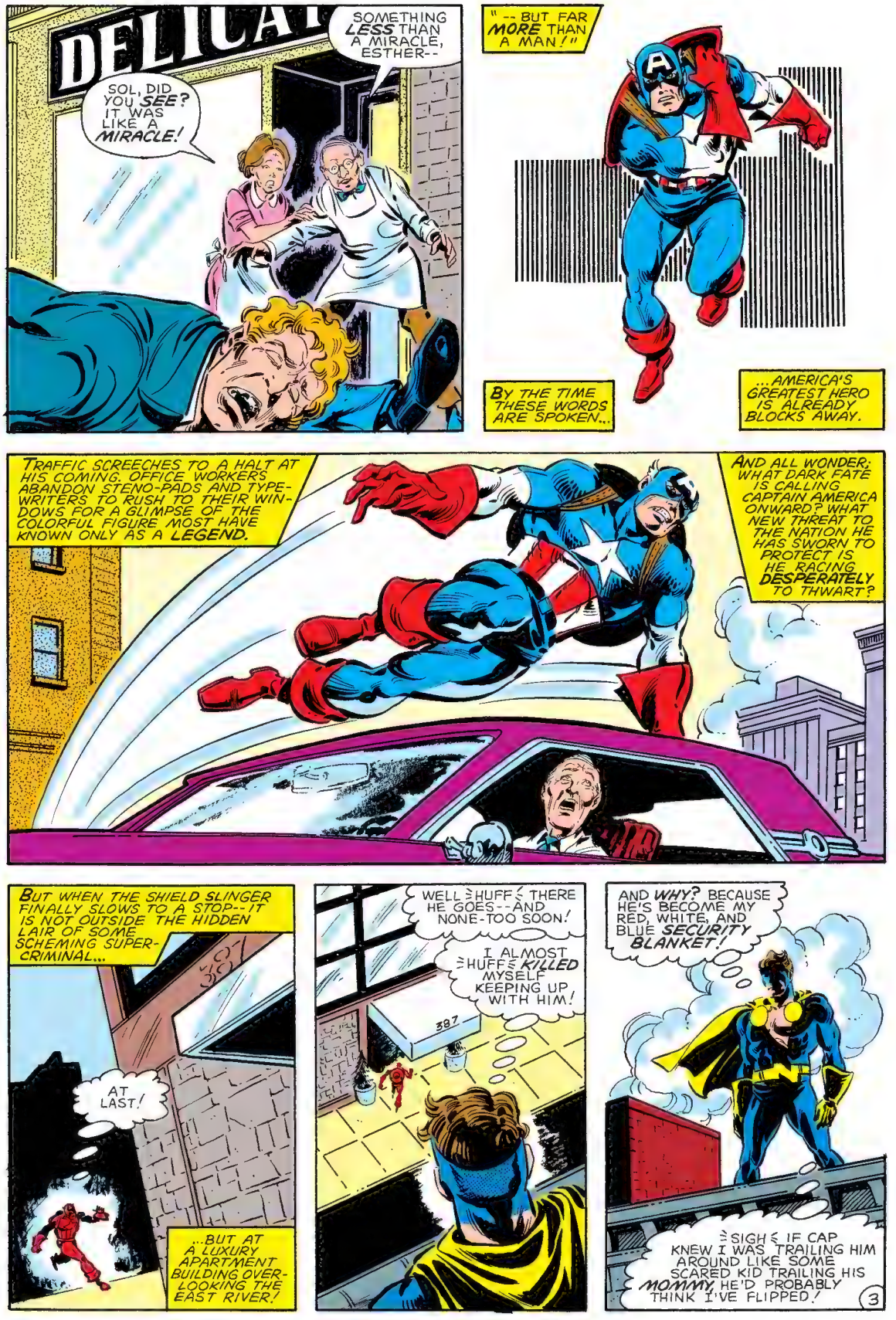
Stan Lee PRESENTS: CAPTAIN AMERICA!®

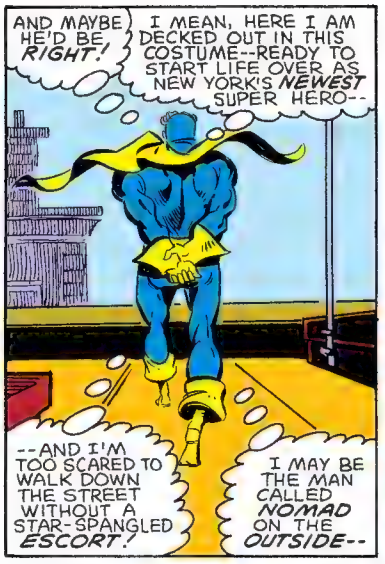
LETTING GO


PORTRAIT OF A DETERMINED MAN:
HE IS CAPTAIN AMERICA-- AND EVEN THE JADED PEDESTRIANS THAT CROWD THIS NEW YORK CITY STREET CANNOT HELP BUT BE AWED BY HIS PRESENCE AMONG THEM.
STOP
YET THE MAN BEHIND THE BLUE COWL DOES NOT EVEN NOTE THE DROPPING JAWS AND WIDENING EYES, THE MUTTERED OATHS AND TREMBLING HANDS.
HIS EYES ARE LOCKED UPON SOME INVISIBLE GOAL... HIS MIND SET TO SOME UNKNOWABLE TASK.

J.M. DeMATTEIS	SAL BUSCEMA	KIM DeMULDER	DIANA ALBERS	BOB SHAREN	MARK GRUENWALD	JIM SHOOTER
WRITER	BREAKDOWNS	FINISHER	LETTER	COLORIST	EDITOR	EDITOR-IN-CHIEF


EVERY MOVEMENT OF HIS POWERFUL FRAME IS AS PURPOSEFUL AS IT IS GRACEFUL...
...AS UNYIELDING AS IT IS ELEGANT!
ONE GLANCE AT THIS RED, WHITE, AND BLUE-GARBED WHIRLWIND MAKES IT CLEAR TO ANY OBSERVER THAT HE IS ON A MISSION OF UTMOST IMPORTANCE...
...AND THAT HE WILL PERMIT NOTHING...
DELICATESS
BLAM
WHANG
KUNNK
...TO STAND IN HIS WAY!
2

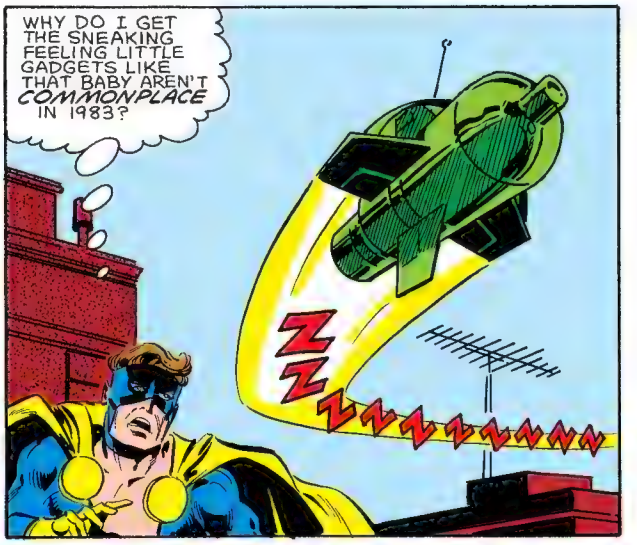

DELICA
SOMETHING LESS THAN A MIRACLE, ESTHER--
SOL, DID YOU SEE? IT WAS LIKE A MIRACLE!
"--BUT FAR MORE THAN A MAN!"
BY THE TIME THESE WORDS ARE SPOKEN...
...AMERICA'S GREATEST HERO IS ALREADY BLOCKS AWAY.
TRAFFIC SCREECHES TO A HALT AT HIS COMING. OFFICE WORKERS ABANDON STENO-PADS AND TYPE-WRITERS TO RUSH TO THEIR WIN-DOWS FOR A GLIMPSE OF THE COLORFUL FIGURE MOST HAVE KNOWN ONLY AS A LEGEND.
AND ALL WONDER: WHAT DARK FATE IS CALLING CAPTAIN AMERICA ONWARD? WHAT NEW THREAT TO THE NATION HE HAS SWORN TO PROTECT IS HE RACING DESPERATELY TO THWART?
BUT WHEN THE SHIELD SLINGER FINALLY SLOWS TO A STOP--IT IS NOT OUTSIDE THE HIDDEN LAIR OF SOME SCHEMING SUPER-CRIMINAL...
AT LAST!
...BUT AT A LUXURY APARTMENT BUILDING OVER-LOOKING THE EAST RIVER!
WELL ≷HUFF≶ THERE HE GOES--AND NONE-TOO SOON!
I ALMOST ≷HUFF≶ KILLED MYSELF KEEPING UP WITH HIM!
387
AND WHY? BECAUSE HE'S BECOME MY RED, WHITE, AND BLUE SECURITY BLANKET!
≷SIGH≶ IF CAP KNEW I WAS TRAILING HIM AROUND LIKE SOME SCARED KID TRAILING HIS MOMMY, HE'D PROBABLY THINK I'VE FLIPPED!
3


AND MAYBE HE'D BE RIGHT!
I MEAN, HERE I AM DECKED OUT IN THIS COSTUME--READY TO START LIFE OVER AS NEW YORK'S NEWEST SUPER HERO--
--AND I'M TOO SCARED TO WALK DOWN THE STREET WITHOUT A STAR-SPANGLED ESCORT!
I MAY BE THE MAN CALLED NOMAD ON THE OUTSIDE--

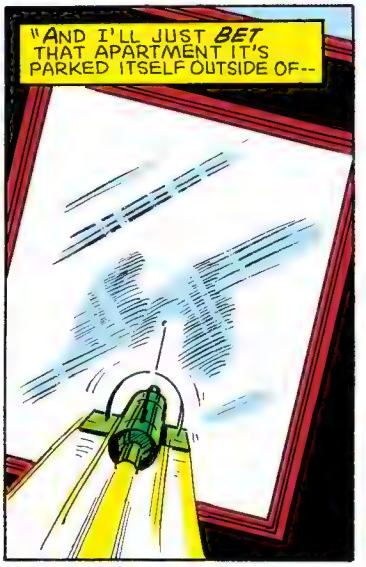
--BUT INSIDE I'M STILL DUMB OL' BUCKY--
FWAKK
--BOY SIDEKICK!

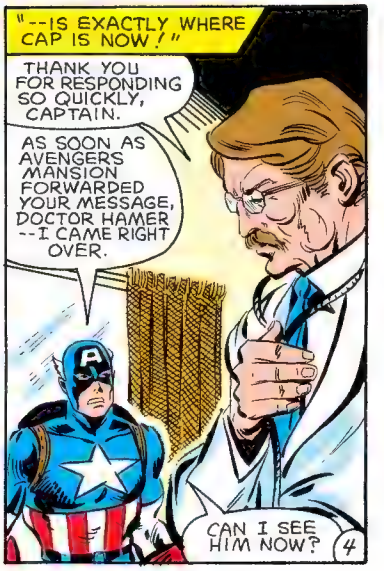
WHEN I WAS WORKING WITH THE CAP OF THE 1950s, I THOUGHT I WAS ON TOP OF THE WORLD! THEN THE SUPER-SOLDIER SERUM WE TOOK STARTED TWISTING OUR MINDS, THE GOVERNMENT STUCK US IN CRYOGENIC FREEZE FOR A COUPLE OF DECADES--
--AND EVERYTHING JUST FELL APART!*
* SEE CAP 281 FOR DETAILS.

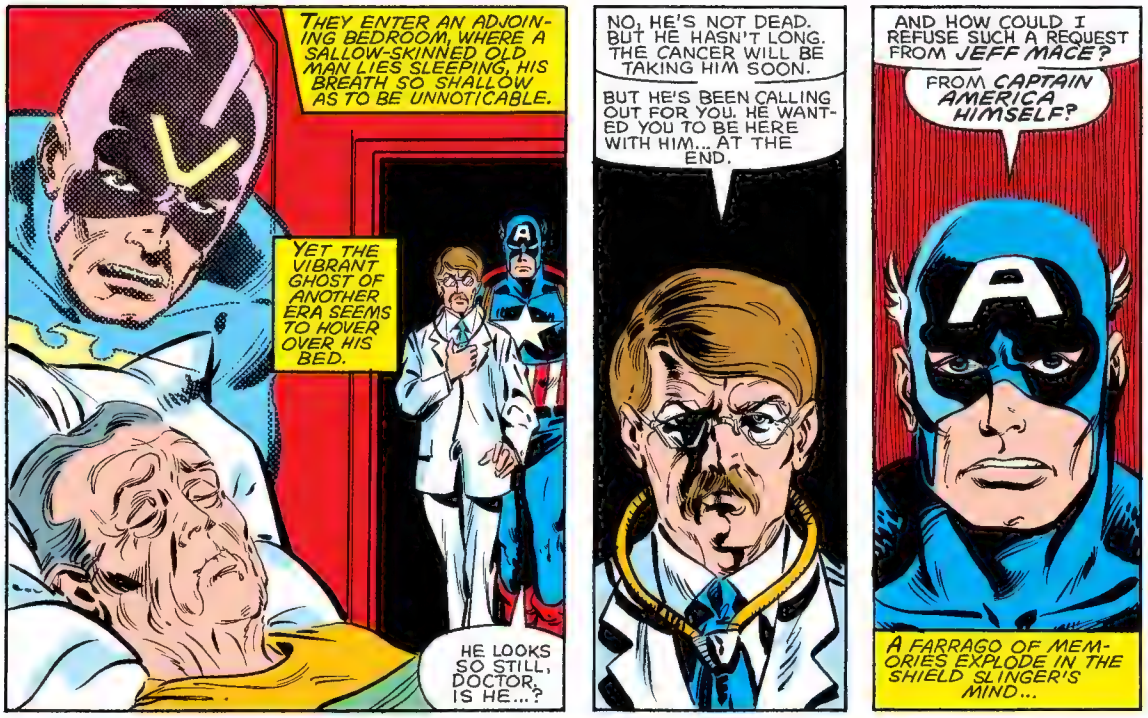
SINCE THEY TOOK ME OFF ICE AND CURED ME, THE ORIGINAL CAPTAIN AMERICA HAS BEEN THE ONLY ONE I COULD TURN TO--MY ONLY LINK TO THIS MODERN AMERICA! WITHOUT HIM, I DON'T KNOW WHAT I'D--
HEY--WHAT'S THAT?

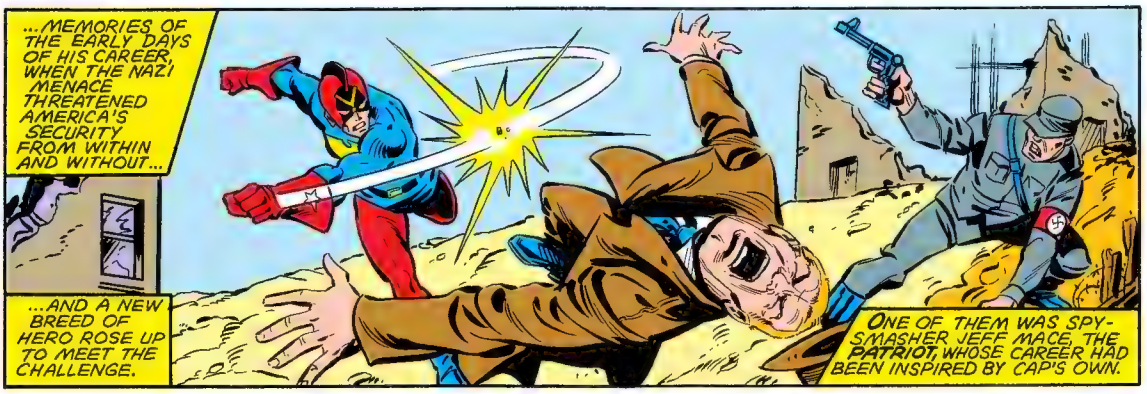

WHY DO I GET THE SNEAKING FEELING LITTLE GADGETS LIKE THAT BABY AREN'T COMMONPLACE IN 1983?
ZZZZZZZZZZZZ

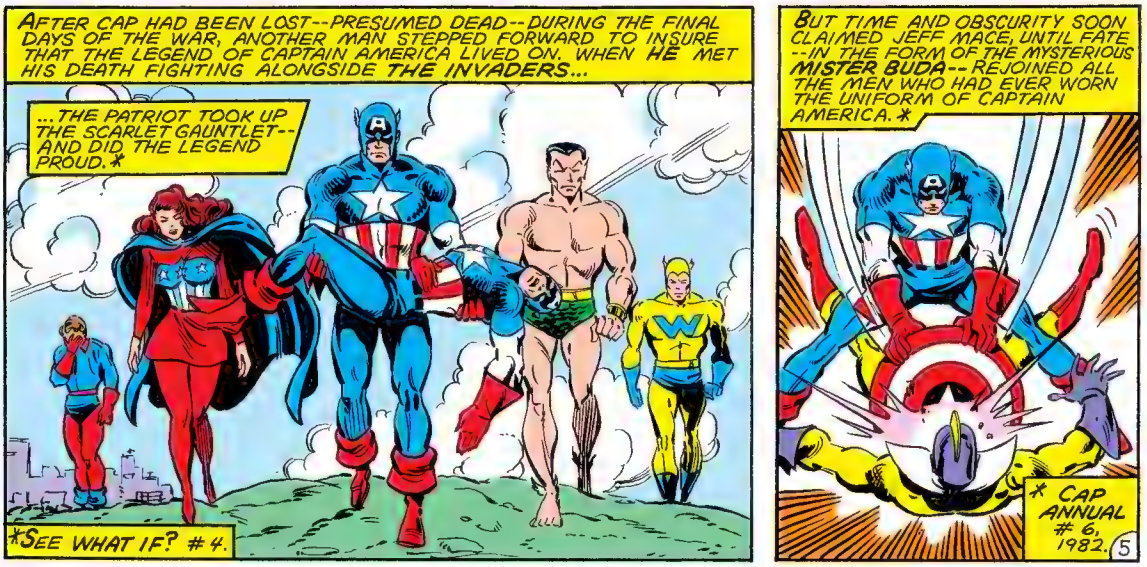
WILL YOU LOOK WHERE IT'S HEADED? STRAIGHT FOR THE BUILDING CAP WENT INTO!


"AND I'LL JUST BET THAT APARTMENT IT'S PARKED ITSELF OUTSIDE OF--


"--IS EXACTLY WHERE CAP IS NOW!"
THANK YOU FOR RESPONDING SO QUICKLY, CAPTAIN.
AS SOON AS AVENGERS MANSION FORWARDED YOUR MESSAGE, DOCTOR HAMER --I CAME RIGHT OVER.
CAN I SEE HIM NOW?
4


THEY ENTER AN ADJOINING BEDROOM, WHERE A SALLOW-SKINNED OLD MAN LIES SLEEPING, HIS BREATH SO SHALLOW AS TO BE UNNOTICABLE.
YET THE VIBRANT GHOST OF ANOTHER ERA SEEMS TO HOVER OVER HIS BED.
HE LOOKS SO STILL, DOCTOR, IS HE...?
NO, HE'S NOT DEAD. BUT HE HASN'T LONG. THE CANCER WILL BE TAKING HIM SOON.
BUT HE'S BEEN CALLING OUT FOR YOU. HE WANTED YOU TO BE HERE WITH HIM... AT THE END.
AND HOW COULD I REFUSE SUCH A REQUEST FROM JEFF MACE?
FROM CAPTAIN AMERICA HIMSELF?
A FARRAGO OF MEMORIES EXPLODE IN THE SHIELD SLINGER'S MIND...


...MEMORIES OF THE EARLY DAYS OF HIS CAREER, WHEN THE NAZI MENACE THREATENED AMERICA'S SECURITY FROM WITHIN AND WITHOUT...
...AND A NEW BREED OF HERO ROSE UP TO MEET THE CHALLENGE.
ONE OF THEM WAS SPY-SMASHER JEFF MACE, THE PATRIOT, WHOSE CAREER HAD BEEN INSPIRED BY CAP'S OWN.


AFTER CAP HAD BEEN LOST--PRESUMED DEAD--DURING THE FINAL DAYS OF THE WAR, ANOTHER MAN STEPPED FORWARD TO INSURE THAT THE LEGEND OF CAPTAIN AMERICA LIVED ON. WHEN HE MET HIS DEATH FIGHTING ALONGSIDE THE INVADERS...
...THE PATRIOT TOOK UP THE SCARLET GAUNTLET--AND DID THE LEGEND PROUD.*
*SEE WHAT IF? #4.
BUT TIME AND OBSCURITY SOON CLAIMED JEFF MACE, UNTIL FATE--IN THE FORM OF THE MYSTERIOUS MISTER BUDA--REJOINED ALL THE MEN WHO HAD EVER WORN THE UNIFORM OF CAPTAIN AMERICA.*
* CAP ANNUAL #6, 1982.
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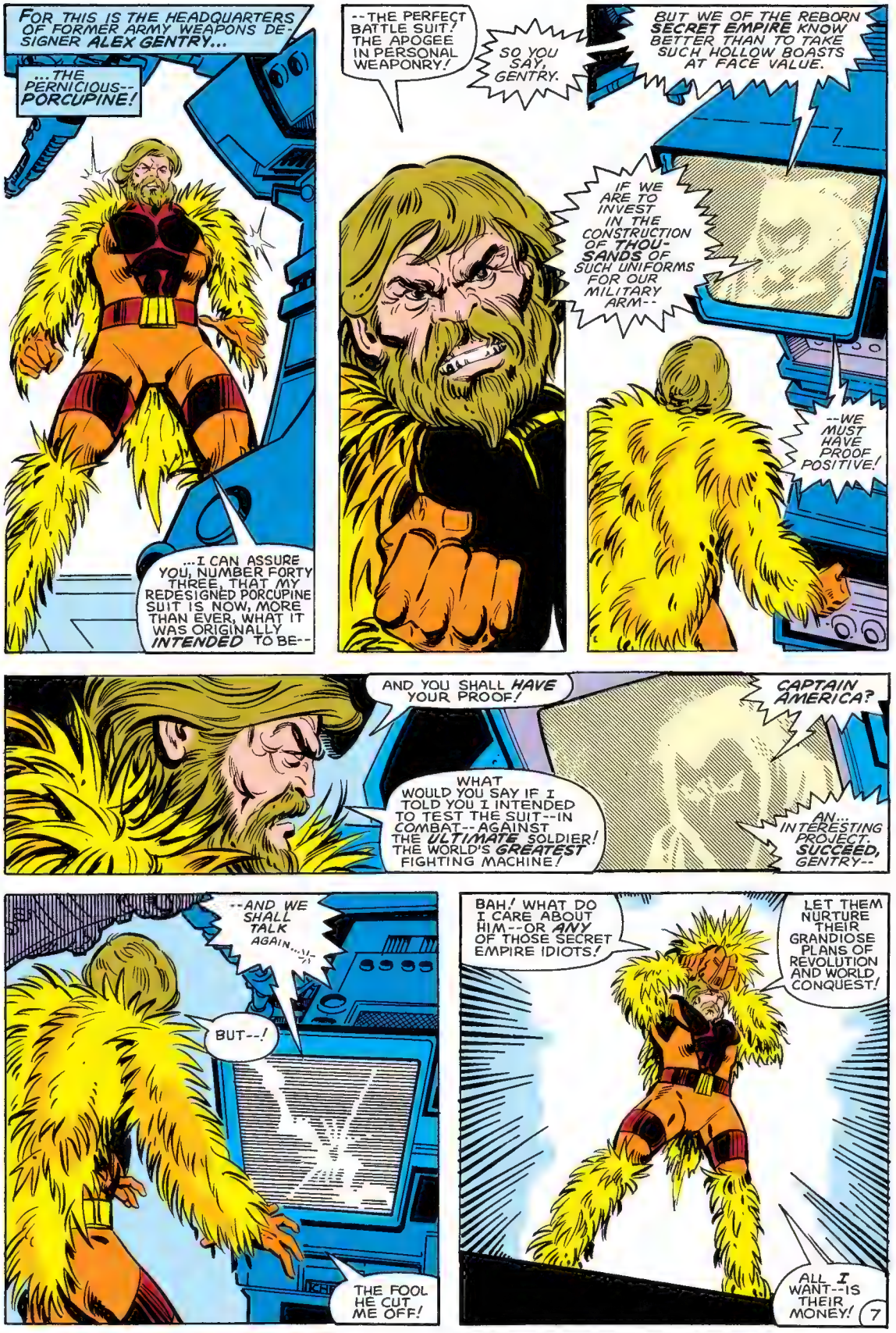
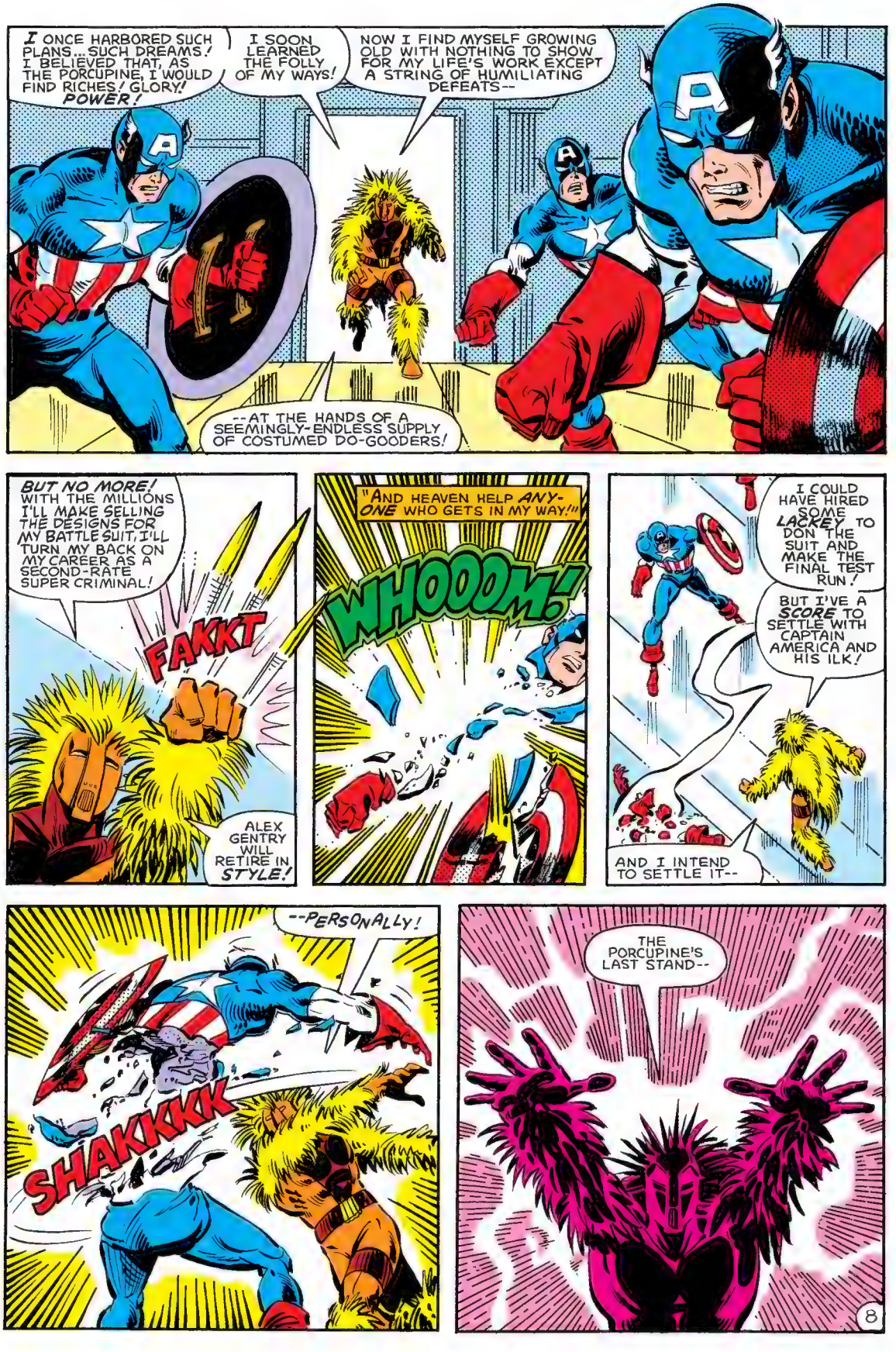
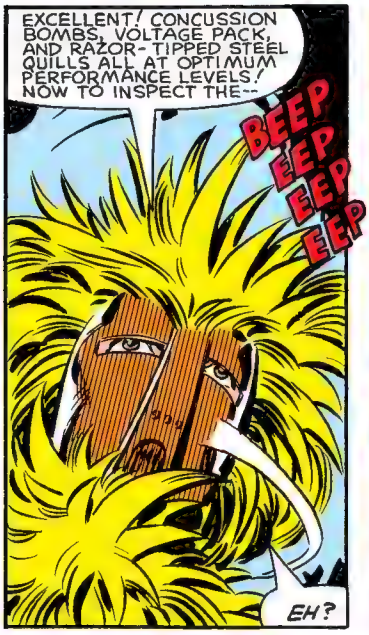
IT WAS THEN THAT CAP LEARNED JEFF MACE WAS FIGHTING A LOSING BATTLE WITH CANCER.
A BATTLE THAT, AT LONG LAST...
...IS COMING TO AN END.
I SUGGEST WE LET HIM REST FOR NOW, CAPTAIN. IT'S SO RARE THAT HE HAS A FEW HOURS WITHOUT PAIN.
DOCTOR, THERE ARE SOME PERSONAL MATTERS I HAVE TO TAKE CARE OF. DO YOU THINK THAT--?
OF COURSE. HE COULD REMAIN THIS WAY FOR SOME TIME.
"I'LL BE SURE TO CONTACT YOU--WHEN HE NEEDS YOU."
SHOOOSH!
WOW! WHATEVER THAT GIZMO IS--IT SEEMS TO HAVE GOTTEN THE INFORMATION IT NEEDED!
BUT WHO SENT IT--AND WHY?
WELL, NOMAD--THERE'S ONLY ONE WAY YOU'RE GOING TO FIND OUT!
FACE IT, KIDDO: THIS IS YOUR BIG CHANCE TO PROVE TO CAP--AND TO YOURSELF--THAT YOU'RE MORE THAN JUST A USELESS RELIC!
SO DON'T SCREW UP!
THE FLATBUSH SECTION OF BROOKLYN.
IT'S JUST ANOTHER ABANDONED TENEMENT IN A NEIGHBORHOOD DEEPLY SCARRED BY SUCH MONUMENTS TO NEGLECT.
BUT BEHIND THESE BOARDED-UP WINDOWS YOU'LL FIND NO JUNKIES SITTING, HUDDLED, IN SHADOWS... NO HOMELESS FAMILIES TRYING TO MOLD A LIFE FROM FILTH AND DECAY.
NO, HERE YOU'LL FIND SOMETHING FAR LESS PATHETIC--AND FAR MORE... SINISTER.
6


FOR THIS IS THE HEADQUARTERS OF FORMER ARMY WEAPONS DESIGNER ALEX GENTRY...
...THE PERNICIOUS-- PORCUPINE!
...I CAN ASSURE YOU, NUMBER FORTY THREE, THAT MY REDESIGNED PORCUPINE SUIT IS NOW, MORE THAN EVER, WHAT IT WAS ORIGINALLY INTENDED TO BE--
--THE PERFECT BATTLE SUIT! THE APOGEE IN PERSONAL WEAPONRY!
SO YOU SAY, GENTRY.
BUT WE OF THE REBORN SECRET EMPIRE KNOW BETTER THAN TO TAKE SUCH HOLLOW BOASTS AT FACE VALUE.
IF WE ARE TO INVEST IN THE CONSTRUCTION OF THOUSANDS OF SUCH UNIFORMS FOR OUR MILITARY ARM--
--WE MUST HAVE PROOF POSITIVE!
AND YOU SHALL HAVE YOUR PROOF!
WHAT WOULD YOU SAY IF I TOLD YOU I INTENDED TO TEST THE SUIT--IN COMBAT--AGAINST THE ULTIMATE SOLDIER! THE WORLD'S GREATEST FIGHTING MACHINE!
CAPTAIN AMERICA?
AN... INTERESTING PROJECT. SUCCEED, GENTRY--
--AND WE SHALL TALK AGAIN...!
BUT--!
THE FOOL HE CUT ME OFF!
BAH! WHAT DO I CARE ABOUT HIM--OR ANY OF THOSE SECRET EMPIRE IDIOTS!
LET THEM NURTURE THEIR GRANDIOSE PLANS OF REVOLUTION AND WORLD CONQUEST!
ALL I WANT--IS THEIR MONEY!
7

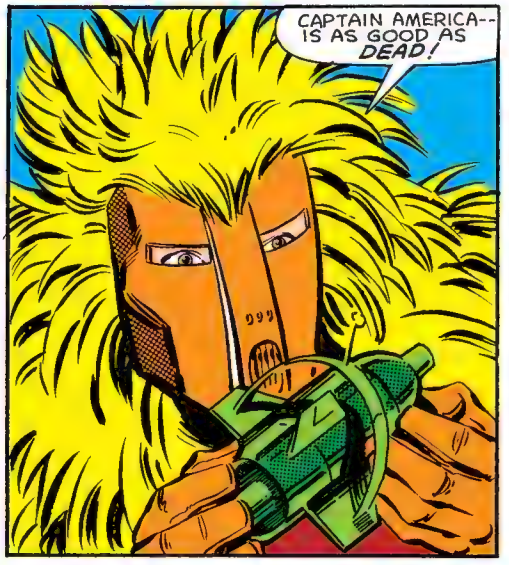

I ONCE HARBORED SUCH PLANS...SUCH DREAMS! I BELIEVED THAT, AS THE PORCUPINE, I WOULD FIND RICHES! GLORY! POWER!
I SOON LEARNED THE FOLLY OF MY WAYS!
NOW I FIND MYSELF GROWING OLD WITH NOTHING TO SHOW FOR MY LIFE'S WORK EXCEPT A STRING OF HUMILIATING DEFEATS--
--AT THE HANDS OF A SEEMINGLY-ENDLESS SUPPLY OF COSTUMED DO-GOODERS!
BUT NO MORE! WITH THE MILLIONS I'LL MAKE SELLING THE DESIGNS FOR MY BATTLE SUIT, I'LL TURN MY BACK ON MY CAREER AS A SECOND-RATE SUPER CRIMINAL!
FAKKT
ALEX GENTRY WILL RETIRE IN STYLE!
"AND HEAVEN HELP ANY-ONE WHO GETS IN MY WAY!"
WHOOOM!
I COULD HAVE HIRED SOME LACKEY TO DON THE SUIT AND MAKE THE FINAL TEST RUN!
BUT I'VE A SCORE TO SETTLE WITH CAPTAIN AMERICA AND HIS ILK!
AND I INTEND TO SETTLE IT--
--PERSONALLY!
SHAKKKKK
THE PORCUPINE'S LAST STAND--
8

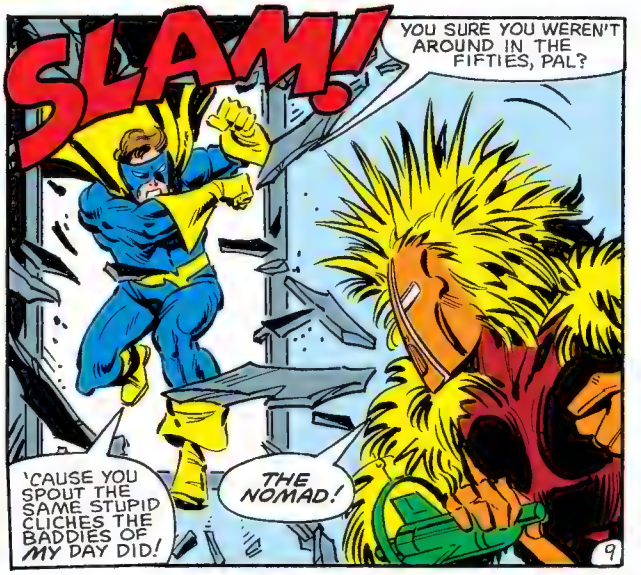
KRAKK
--SHALL BE HIS MOST MAGNIFICENT!
DOOOM!

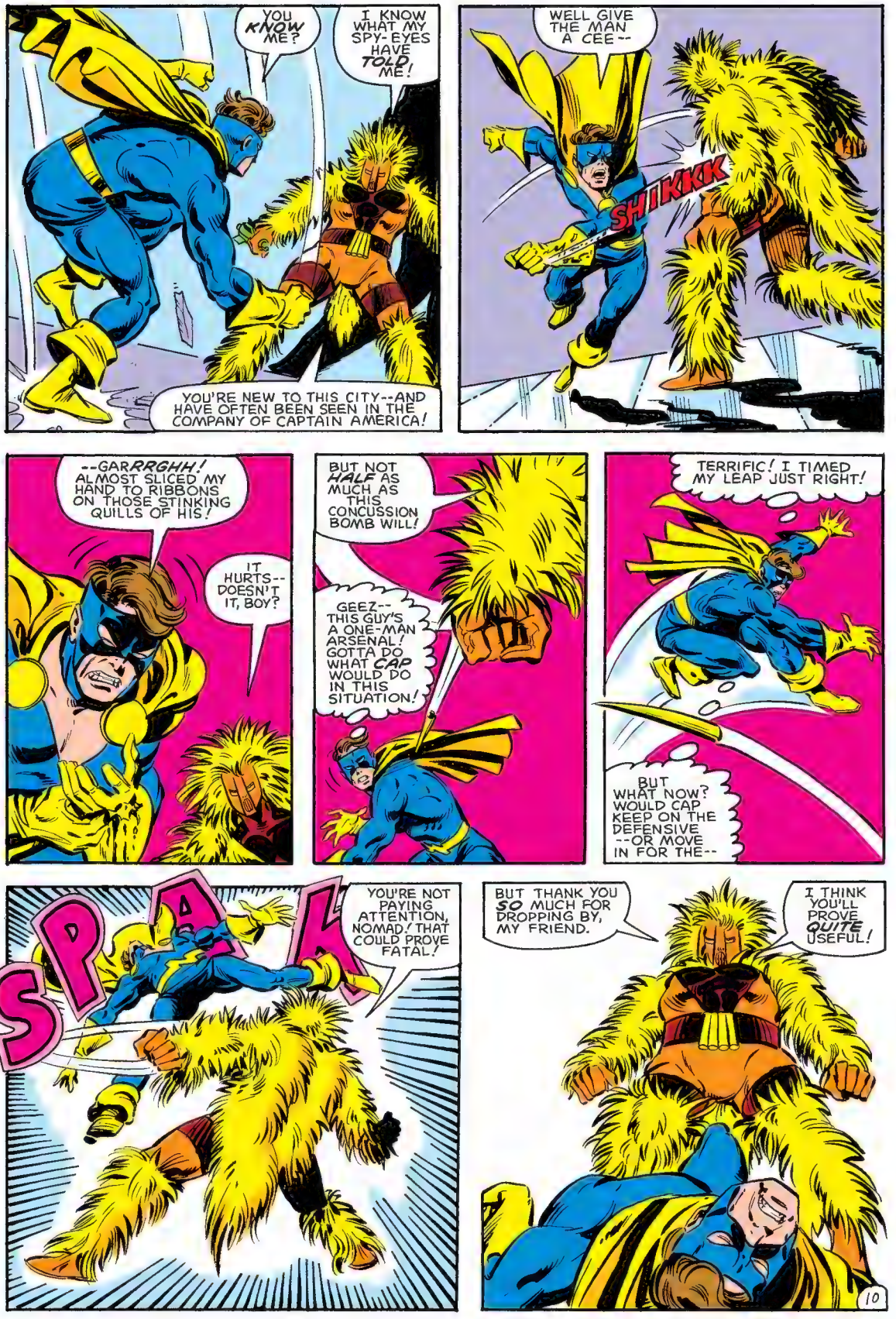

EXCELLENT! CONCUSSION BOMBS, VOLTAGE PACK, AND RAZOR-TIPPED STEEL QUILLS ALL AT OPTIMUM PERFORMANCE LEVELS! NOW TO INSPECT THE--
BEEP EEP EEP EEP
EH?

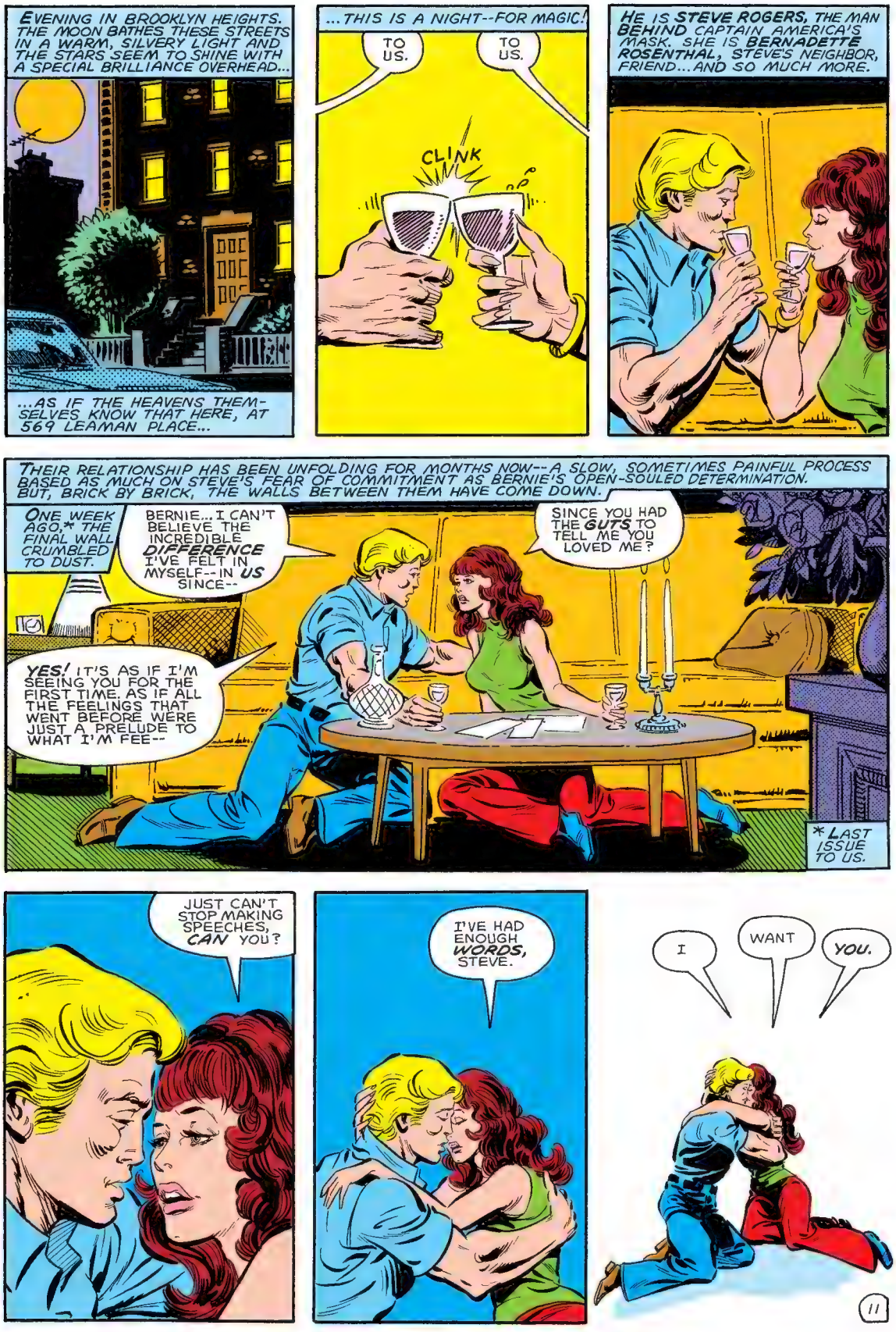
AH! ONE OF MY EYE-IN-THE-SKY DEVICES HAS COME HOME TO ROOST!
HERE, PRECIOUS--COME TO POPPA!

IF ONLY THAT OAFISH SHIELD-SLINGER KNEW THAT I HAVE DOZENS OF THESE LITTLE DARLINGS CIRCLING THE CITY, SCANNING FOR HIM... MONITORING HIS EVERY MOVE!
WHEN THE INFORMATION I'VE COLLECTED HAS BEEN FED INTO MY COMPUTER BANKS AND PROCESSED--I'LL KNOW WHEN TO STRIKE--AND HOW TO STRIKE!

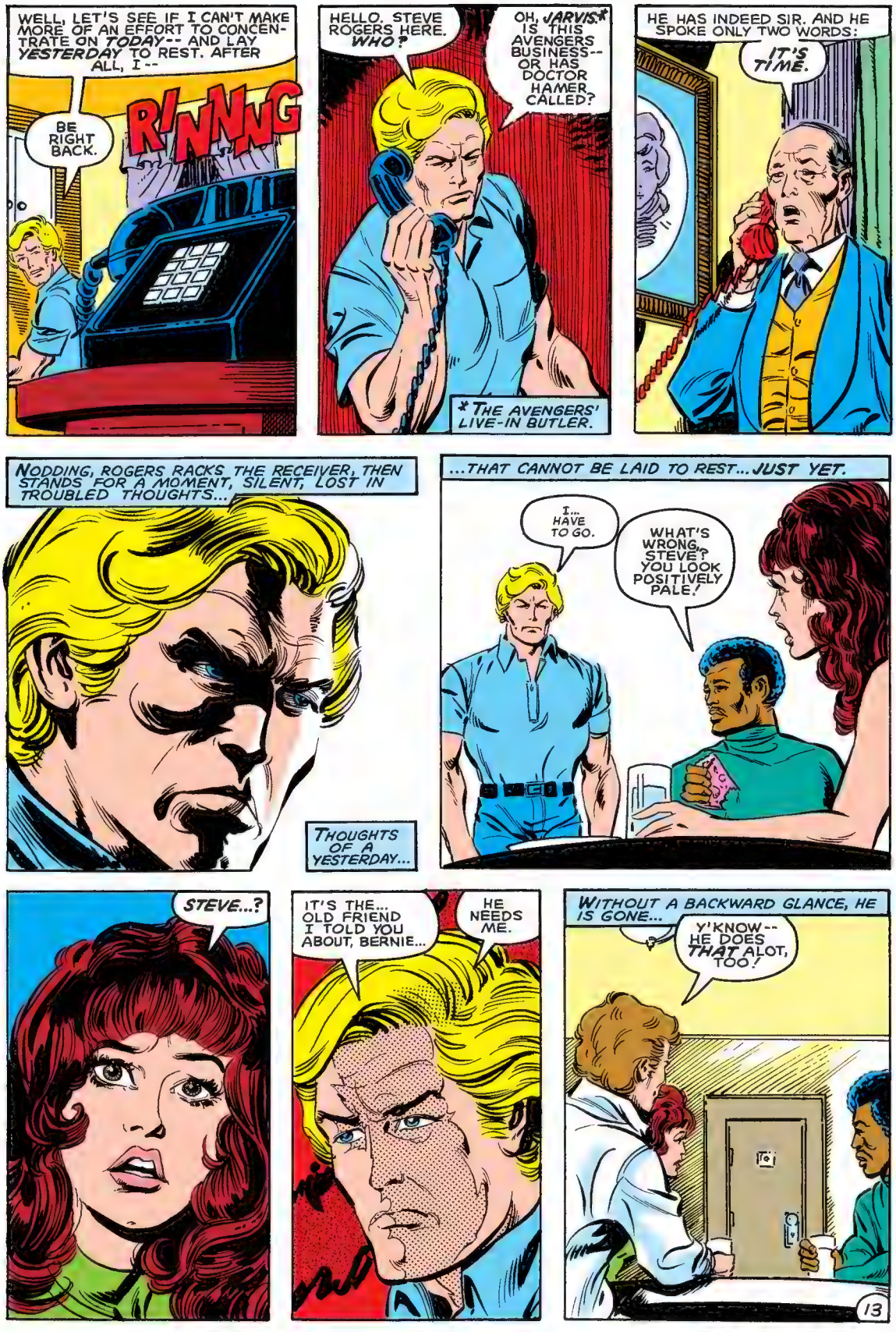

CAPTAIN AMERICA--IS AS GOOD AS DEAD!

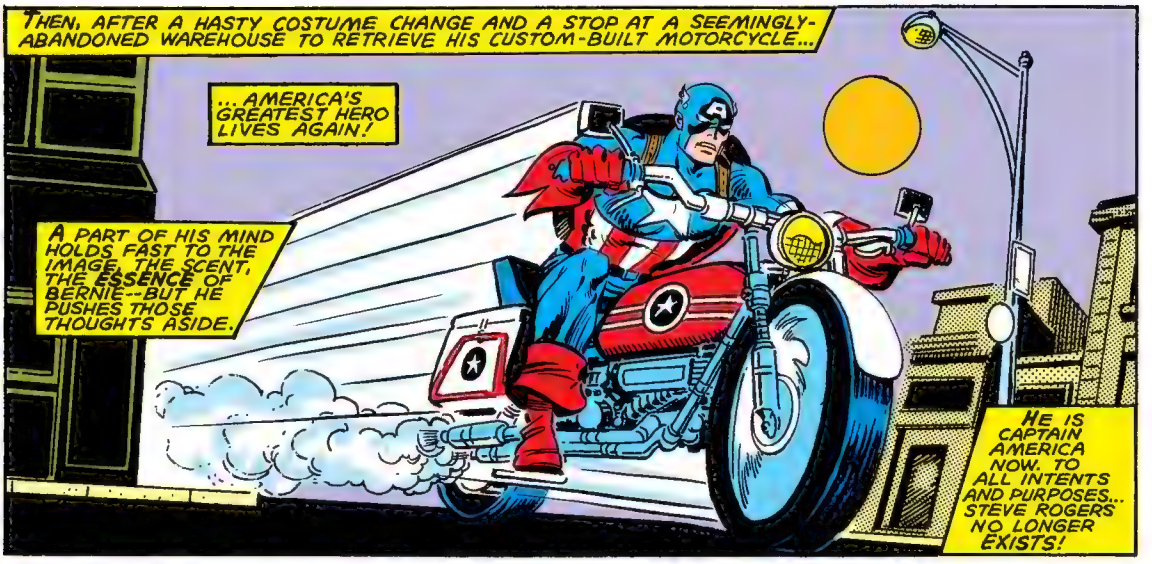

SLAM!
YOU SURE YOU WEREN'T AROUND IN THE FIFTIES, PAL?
'CAUSE YOU SPOUT THE SAME STUPID CLICHES THE BADDIES OF MY DAY DID!
THE NOMAD!
9

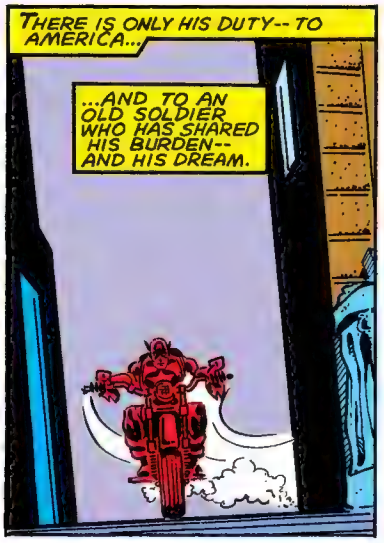

YOU KNOW ME?
I KNOW WHAT MY SPY-EYES HAVE TOLD ME!
YOU'RE NEW TO THIS CITY--AND HAVE OFTEN BEEN SEEN IN THE COMPANY OF CAPTAIN AMERICA!
WELL GIVE THE MAN A CEE--
SHIKKK
--GARRRGHH! ALMOST SLICED MY HAND TO RIBBONS ON THOSE STINKING QUILLS OF HIS!
IT HURTS--DOESN'T IT, BOY?
BUT NOT HALF AS MUCH AS THIS CONCUSSION BOMB WILL!
GEEZ--THIS GUY'S A ONE-MAN ARSENAL! GOTTA DO WHAT CAP WOULD DO IN THIS SITUATION!
TERRIFIC! I TIMED MY LEAP JUST RIGHT!
BUT WHAT NOW? WOULD CAP KEEP ON THE DEFENSIVE --OR MOVE IN FOR THE--
SPAK
YOU'RE NOT PAYING ATTENTION, NOMAD! THAT COULD PROVE FATAL!
BUT THANK YOU SO MUCH FOR DROPPING BY, MY FRIEND.
I THINK YOU'LL PROVE QUITE USEFUL!
10


EVENING IN BROOKLYN HEIGHTS. THE MOON BATHES THESE STREETS IN A WARM, SILVERY LIGHT AND THE STARS SEEM TO SHINE WITH A SPECIAL BRILLIANCE OVERHEAD...
...AS IF THE HEAVENS THEMSELVES KNOW THAT HERE, AT 569 LEAMAN PLACE...
...THIS IS A NIGHT--FOR MAGIC!
TO US.
TO US.
CLINK
HE IS STEVE ROGERS, THE MAN BEHIND CAPTAIN AMERICA'S MASK. SHE IS BERNADETTE ROSENTHAL, STEVE'S NEIGHBOR, FRIEND...AND SO MUCH MORE.
THEIR RELATIONSHIP HAS BEEN UNFOLDING FOR MONTHS NOW--A SLOW, SOMETIMES PAINFUL PROCESS BASED AS MUCH ON STEVE'S FEAR OF COMMITMENT AS BERNIE'S OPEN-SOULED DETERMINATION. BUT, BRICK BY BRICK, THE WALLS BETWEEN THEM HAVE COME DOWN.
ONE WEEK AGO,* THE FINAL WALL CRUMBLED TO DUST.
BERNIE... I CAN'T BELIEVE THE INCREDIBLE DIFFERENCE I'VE FELT IN MYSELF--IN US SINCE--
SINCE YOU HAD THE GUTS TO TELL ME YOU LOVED ME?
YES! IT'S AS IF I'M SEEING YOU FOR THE FIRST TIME. AS IF ALL THE FEELINGS THAT WENT BEFORE WERE JUST A PRELUDE TO WHAT I'M FEE--
*LAST ISSUE TO US.
JUST CAN'T STOP MAKING SPEECHES, CAN YOU?
I'VE HAD ENOUGH WORDS, STEVE.
I
WANT
YOU.
11

WAKE UP, PEOPLE--THE PIZZA PARADE IS HERE!
THAT'S RIGHT! PEPPERONI, MUSHROOM, SAUSAGE...YOU NAME IT--WE'VE GOT IT!
MIKE!
JOSH!
UH... MICHAEL, MY MAN--DO YOU GET THE FEELING THAT WE WALKED THROUGH THE DOOR AT THE WRONG TIME?
YOU KIDDING? YOU SHOULD'VE SEEN THE CRAZY STUFF I USED TO WALK IN ON BACK WHEN BERNIE AND I WERE IN COLLEGE!
THIS LADY WAS KINK-EEE!
MIKE FARREL! YOU TAKE BACK THOSE AWFUL LIES RIGHT NOW BEFORE I DECK YOU!
ALL RIGHT, I TAKE IT BACK! I TAKE IT BACK!
BUT, SERIOUSLY, GORGEOUS--SORRY FOR BARGING IN LIKE THIS. IT'S BEEN A LONG TIME SINCE I'VE SEEN YOU THIS HAPPY--SO WHY DON'T COOP AND I JUST DUCK OUT THE DOOR AND--
NOT WHEN THAT PIZZA SMELLS SO GOOD YOU DON'T!
BUT--
YOU HEARD THE MAN! SIT!
TWENTY MINUTES OF FRANTIC MUNCHING LATER...
URP NOW THAT WAS MONEY WELL SPENT!
I'LL ADMIT IT WAS GOOD, BUT THE PRICE WAS A BIT STEEP, WOULDN'T YOU SAY? WHY, WHEN I WAS A BOY YOU COULD--
GROAN THERE HE GOES AGAIN!
STEVE... ENOUGH ALREADY!
YEAH, I GUESS I DO THAT ALOT, DON'T I?
12

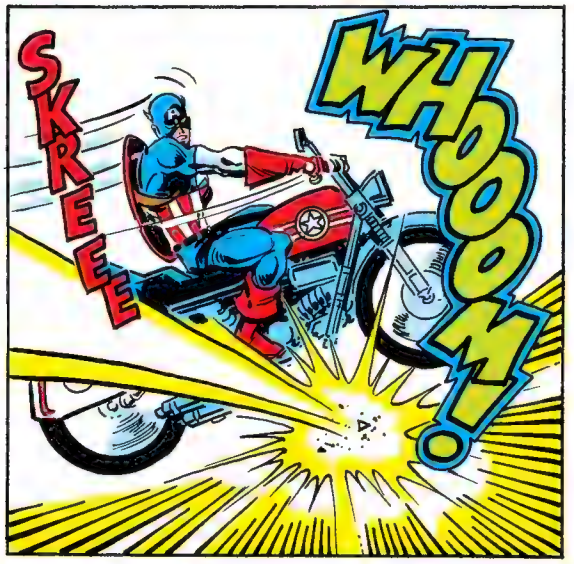

WELL, LET'S SEE IF I CAN'T MAKE MORE OF AN EFFORT TO CONCENTRATE ON TODAY-- AND LAY YESTERDAY TO REST. AFTER ALL, I--
BE RIGHT BACK.
R/NNNG
HELLO. STEVE ROGERS HERE.
WHO?
OH, JARVIS.* IS THIS AVENGERS BUSINESS-- OR HAS DOCTOR HAMER CALLED?
* THE AVENGERS' LIVE-IN BUTLER.
HE HAS INDEED SIR. AND HE SPOKE ONLY TWO WORDS:
IT'S TIME.
NODDING, ROGERS RACKS THE RECEIVER, THEN STANDS FOR A MOMENT, SILENT, LOST IN TROUBLED THOUGHTS...
THOUGHTS OF A YESTERDAY...
...THAT CANNOT BE LAID TO REST... JUST YET.
I... HAVE TO GO.
WHAT'S WRONG, STEVE? YOU LOOK POSITIVELY PALE!
STEVE...?
IT'S THE... OLD FRIEND I TOLD YOU ABOUT, BERNIE...
HE NEEDS ME.
WITHOUT A BACKWARD GLANCE, HE IS GONE...
Y'KNOW-- HE DOES THAT ALOT, TOO!
13

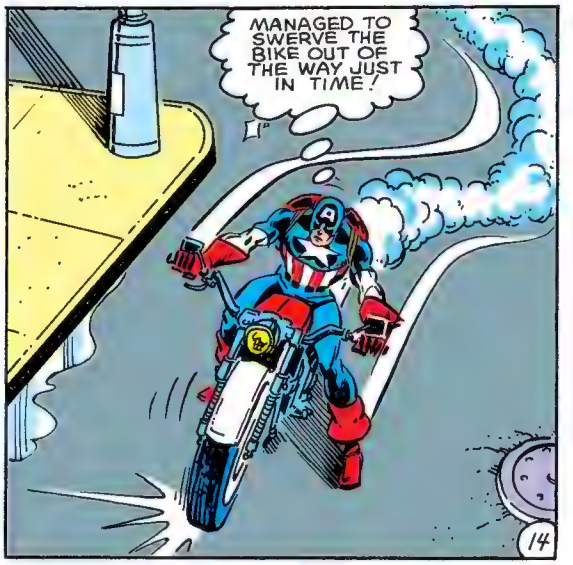

THEN, AFTER A HASTY COSTUME CHANGE AND A STOP AT A SEEMINGLY-ABANDONED WAREHOUSE TO RETRIEVE HIS CUSTOM-BUILT MOTORCYCLE...
...AMERICA'S GREATEST HERO LIVES AGAIN!
A PART OF HIS MIND HOLDS FAST TO THE IMAGE, THE SCENT, THE ESSENCE OF BERNIE--BUT HE PUSHES THOSE THOUGHTS ASIDE.
HE IS CAPTAIN AMERICA NOW. TO ALL INTENTS AND PURPOSES... STEVE ROGERS NO LONGER EXISTS!


THERE IS ONLY HIS DUTY-- TO AMERICA...
...AND TO AN OLD SOLDIER WHO HAS SHARED HIS BURDEN-- AND HIS DREAM.

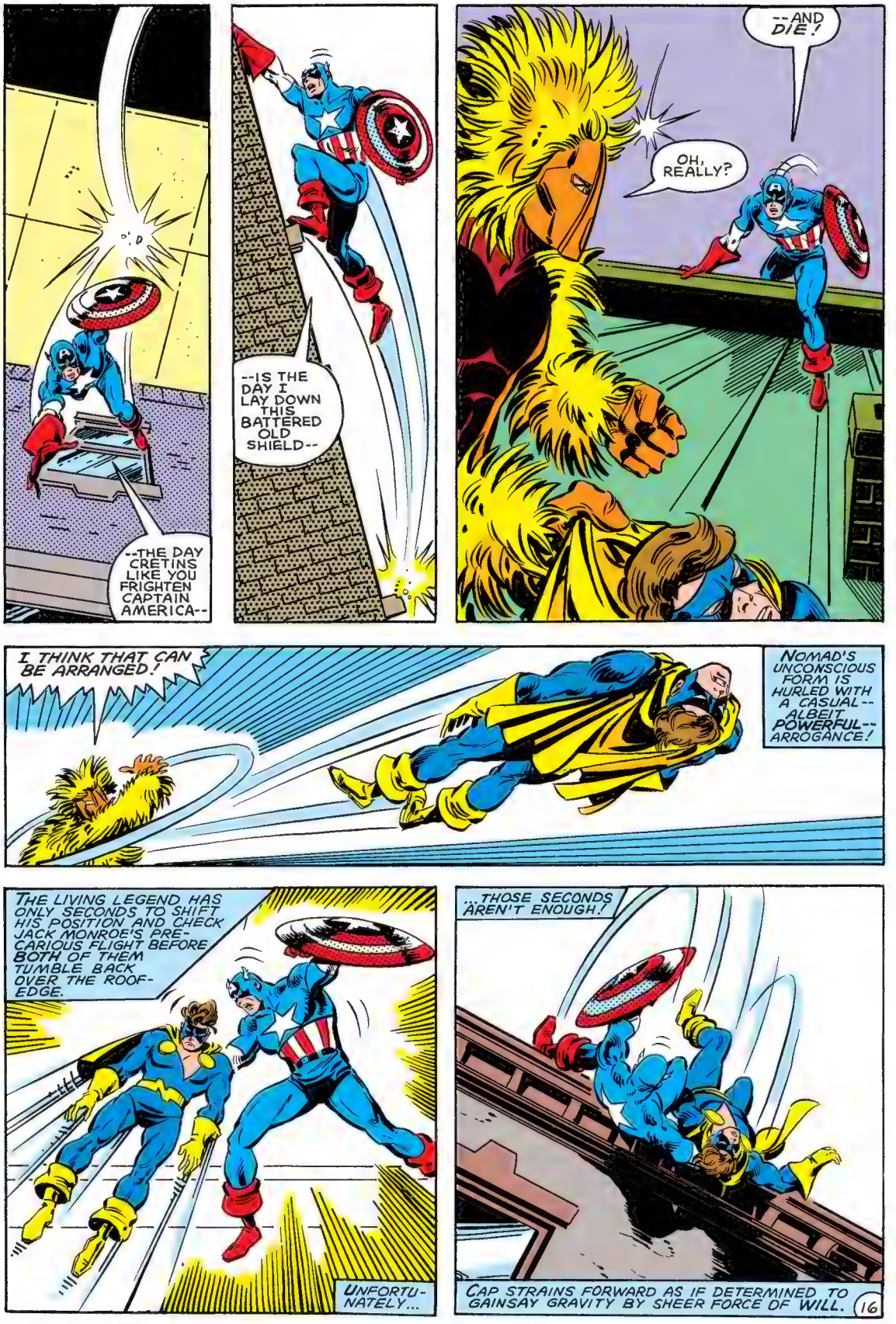
THEN, SENSES HONED TO PERFECTION BY YEARS OF ENDLESS BATTLE SNAP ALERT. HE HEARS A DISTANT MECHANICAL "CLICK"...

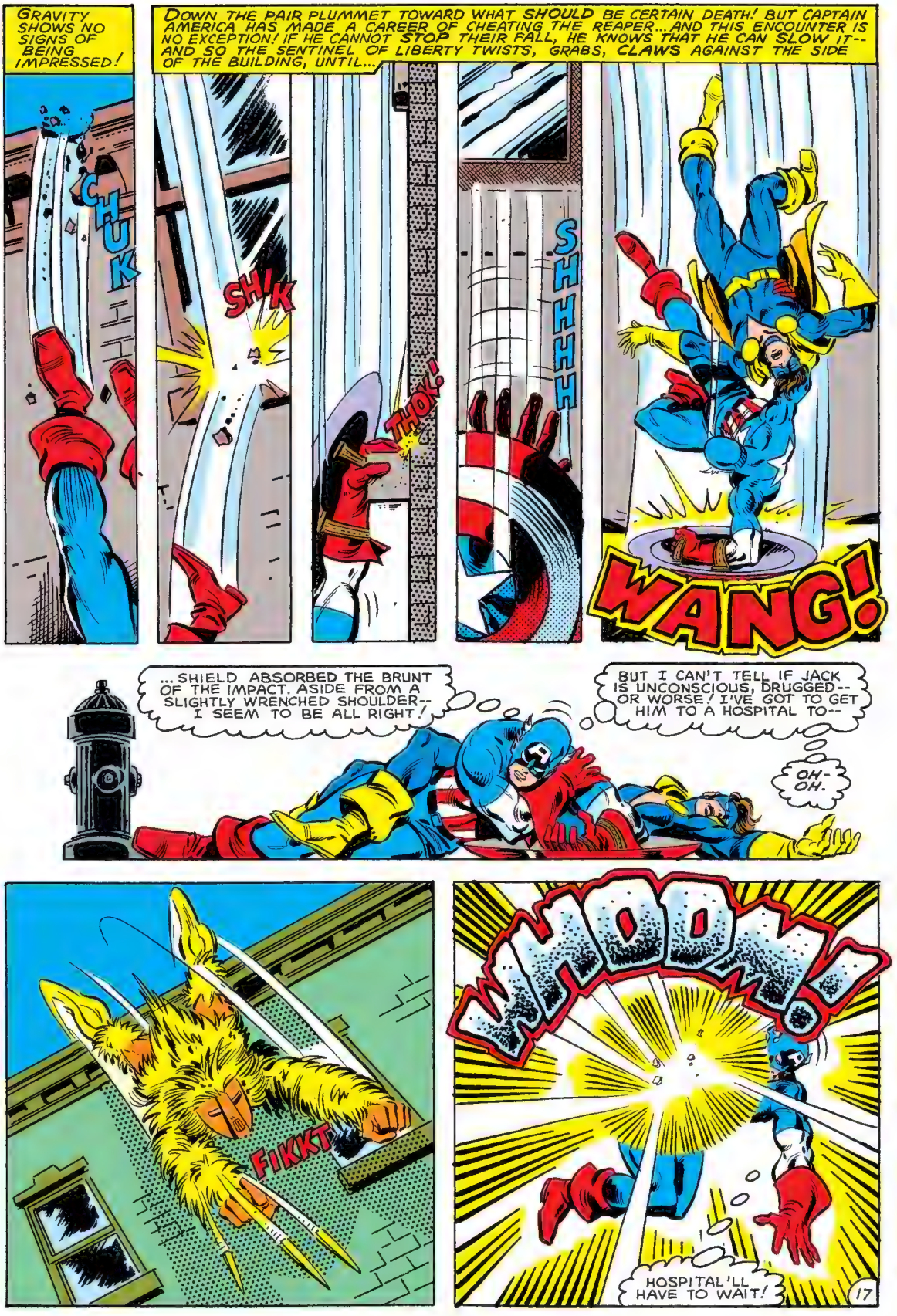
...A RUSH OF AIR, DRAWING CLOSER...
WHAT IN--?

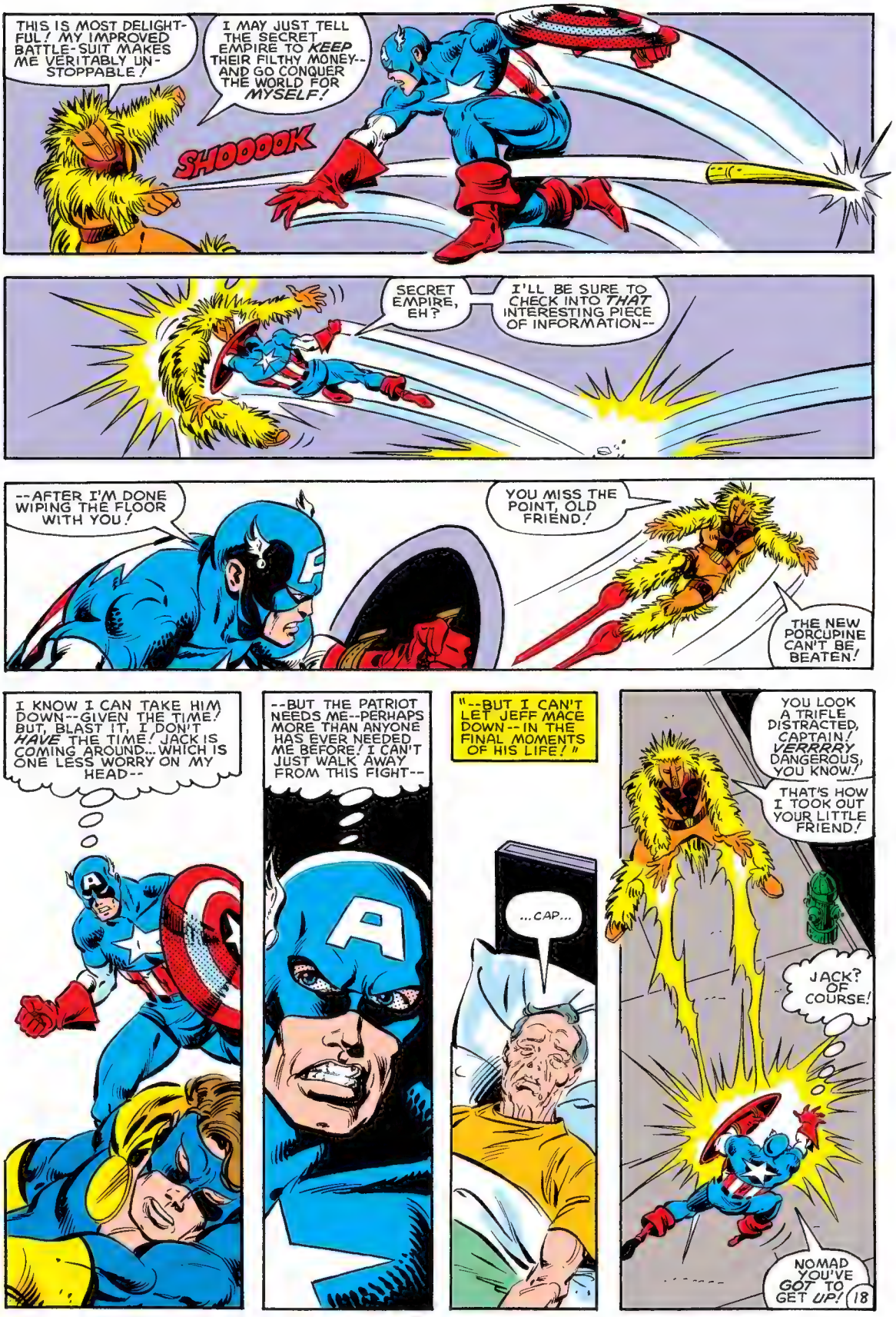

SKREEE
WHOOOM!


MANAGED TO SWERVE THE BIKE OUT OF THE WAY JUST IN TIME!
14

BUT I'M BETTING THAT WAS JUST THE FIRST STRIKE! I'VE GOT TO PINPOINT MY ATTACKER'S LOCATION BEFORE--
THERE! THE HINT OF MOVEMENT ON THAT ROOFTOP!
I SEE THOSE EAGLE-EYES OF YOURS HAVE SPOTTED ME ALREADY, CAPTAIN. VERY GOOD. BUT I EXPECT THE BEST OF YOU.
COME OUT OF THE SHADOWS, WHOEVER-YOU-ARE! OR ARE YOU AFRAID TO FACE ME LIKE A MAN?
OH, I'M COMING, CAPTAIN--
--AND THE PORCUPINE HAS BROUGHT YOU--A GIFT!
NOMAD!!
YOU WANT HIM, CAPTAIN? THEN, BY ALL MEANS, COME AND GET HIM!
UNLESS, OF COURSE, YOU'RE AFRAID TO FACE ME LIKE A MAN!
I'VE GOT NEWS FOR YOU, PAL--
15


--THE DAY CRETINS LIKE YOU FRIGHTEN CAPTAIN AMERICA--
--IS THE DAY I LAY DOWN THIS BATTERED OLD SHIELD--
OH, REALLY?
--AND DIE!
I THINK THAT CAN BE ARRANGED!
NOMAD'S UNCONSCIOUS FORM IS HURLED WITH A CASUAL-- ALBEIT POWERFUL-- ARROGANCE!
THE LIVING LEGEND HAS ONLY SECONDS TO SHIFT HIS POSITION AND CHECK JACK MONROE'S PRE-CARIOUS FLIGHT BEFORE BOTH OF THEM TUMBLE BACK OVER THE ROOF-EDGE.
UNFORTU-NATELY...
...THOSE SECONDS AREN'T ENOUGH!
CAP STRAINS FORWARD AS IF DETERMINED TO GAINSAY GRAVITY BY SHEER FORCE OF WILL.
16


GRAVITY SHOWS NO SIGNS OF BEING IMPRESSED!
DOWN THE PAIR PLUMMET TOWARD WHAT SHOULD BE CERTAIN DEATH! BUT CAPTAIN AMERICA HAS MADE A CAREER OF CHEATING THE REAPER...AND THIS ENCOUNTER IS NO EXCEPTION! IF HE CANNOT STOP THEIR FALL, HE KNOWS THAT HE CAN SLOW IT--AND SO THE SENTINEL OF LIBERTY TWISTS, GRABS, CLAWS AGAINST THE SIDE OF THE BUILDING, UNTIL...
CHUK
SH!K
THOK!
SHHHHH
WANG!
...SHIELD ABSORBED THE BRUNT OF THE IMPACT. ASIDE FROM A SLIGHTLY WRENCHED SHOULDER--I SEEM TO BE ALL RIGHT!
BUT I CAN'T TELL IF JACK IS UNCONSCIOUS, DRUGGED--OR WORSE! I'VE GOT TO GET HIM TO A HOSPITAL TO--
OH-OH.
FIKKT
WHOOM!
HOSPITAL'LL HAVE TO WAIT!
17


THIS IS MOST DELIGHTFUL! MY IMPROVED BATTLE-SUIT MAKES ME VERITABLY UNSTOPPABLE!
I MAY JUST TELL THE SECRET EMPIRE TO KEEP THEIR FILTHY MONEY--AND GO CONQUER THE WORLD FOR MYSELF!
SHOOOOK
SECRET EMPIRE, EH?
I'LL BE SURE TO CHECK INTO THAT INTERESTING PIECE OF INFORMATION--
--AFTER I'M DONE WIPING THE FLOOR WITH YOU!
YOU MISS THE POINT, OLD FRIEND!
THE NEW PORCUPINE CAN'T BE BEATEN!
I KNOW I CAN TAKE HIM DOWN--GIVEN THE TIME! BUT, BLAST IT, I DON'T HAVE THE TIME! JACK IS COMING AROUND... WHICH IS ONE LESS WORRY ON MY HEAD--
--BUT THE PATRIOT NEEDS ME--PERHAPS MORE THAN ANYONE HAS EVER NEEDED ME BEFORE! I CAN'T JUST WALK AWAY FROM THIS FIGHT--
"--BUT I CAN'T LET JEFF MACE DOWN--IN THE FINAL MOMENTS OF HIS LIFE!"
...CAP...
YOU LOOK A TRIFLE DISTRACTED, CAPTAIN! VERRRRY DANGEROUS, YOU KNOW!
THAT'S HOW I TOOK OUT YOUR LITTLE FRIEND!
JACK? OF COURSE!
NOMAD YOU'VE GOT TO GET UP!
18

AS IF URGED ON BY CAP'S CRY, JACK MONROE PUSHES AWAY THE HAZE OF PAIN IN HIS HEAD--AND PULLS HIMSELF TO HIS FEET.
BUT WITH AWARENESS COMES THE MEMORY OF HIS DEFEAT AT THE PORCUPINE'S HANDS--AND WITH THE MEMORY, COMES SHAME!
HE WATCHES AS THE MAN HE IDOLIZED SINCE CHILDHOOD FIGHTS BRAVELY--PERHAPS FOOLISHLY--AGAINST A FOE WHO APPEARS TO BE INDESTRUCTIBLE...
...AND HE KNOWS HE SHOULD DO SOMETHING--ANYTHING--TO HELP!
CAP!
BUT ALL HE CAN DO IS STAND, ROOTED TO THE SPOT, HIS GUT TWISTED IN KNOTS OF FEAR.
NOMAD--GET YOUR TAIL OVER HERE! I NEED YOU!
N-NEED ME? BUT, IF YOU CAN'T STOP THIS MANIAC--WHAT GOOD'LL I DO?
YOU'RE THE GREATEST FIGHTER THERE IS, CAP! ME... I'M NOTHING!
JACK--IN THE NAME OF HEAVEN, WILL YOU PLEASE--
SHAKKKK
UNGH!
YOU'RE RIGHT ABOUT BEING A NOTHING, BOY! AS FOR THIS FLAG-DRAPED BUFFOON BEING THE GREATEST FIGHTER THERE IS--
CAP! 19

WELL, MAYBE HE WAS--ONCE! BUT THE PORCUPINE'S JUST GRABBED THE TITLE FOR HIMSELF!
WHY YOU DIRTY, INHUMAN, SONUVA--!
CLIK

YOU FORGET HOW EASILY I TROUNCED YOU, KID, OR ARE YOU JUST OUT OF YOUR MIND?
WHAK!

IN A WAY... HE IS!
FOR AS SOON AS CAPTAIN AMERICA FELL--SOMETHING SNAPPED INSIDE JACK MONROE'S HEAD.

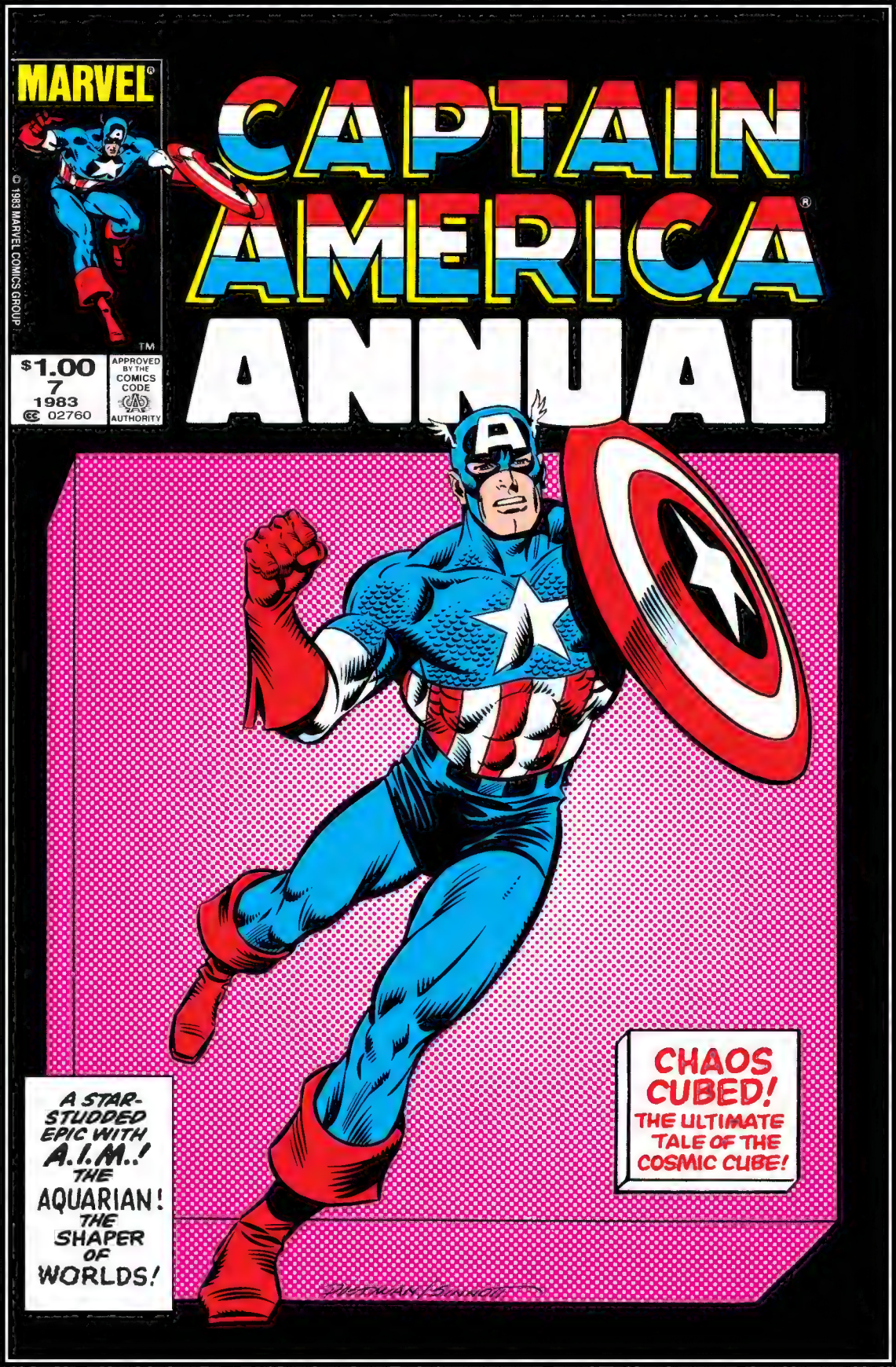
GONE ARE ALL THOUGHTS OF INADEQUACY, ALL FEELINGS OF SHAME, ALL SENSE OF STANDING IN A GREATER MAN'S SHADOW.
SLAM!
NOMAD'S MIND IS ALIVE WITH ONLY ONE BRIGHTLY BURNING THOUGHT: THIS RAT'S GONNA PAY FOR WHAT HE DID TO CAP!"

AND THOUGH HIS VALIANT CHARGE IS ENDED WITH A BURST OF CRACKLING ELECTRICAL ENERGY...

...HE HAS WON AN IMPORTANT VICTORY THIS NIGHT!
STUPID FOOL! I OUGHT TO KILL HIM RIGHT NOW--BUT FIRST I'VE GOT TO FINISH OFF CAP--
...OH, NO...
20

BED-TIME, PORCUPINE!
RAKKK!
LIGHTS OUT!
YES, JACK?
CAP--?!
KLUNK
YOU... YOU WEREN'T HURT! YOU WERE JUST FAKING SO THAT--
I'M PRESSED FOR TIME, SON, SO I'LL KEEP IT SHORT:
I KNEW THE ONLY WAY I COULD END THIS FIGHT QUICKLY WAS IF PORCUPINE WAS DISTRACTED LONG ENOUGH FOR ME TO GET A CLEAN SHOT AT THE ONE VULNERABLE POINT ON HIS UNIFORM: HIS MASK.
I ALSO KNEW THAT, IF I COULD JUST GET YOU TO STOP THINKING ABOUT YOURSELF FOR A MINUTE, YOU COULD DO THE JOB... AND YOU DID! VERY NICELY, I MIGHT ADD!
NOW, IF YOU'LL EXCUSE ME, PARTNER--!
BUT WHAT ABOUT THE PORCUPINE?
I'LL LEAVE HIM IN YOUR VERY CAPABLE HANDS! BELIEVE ME: YOU CAN HANDLE IT!
Y'KNOW? MAYBE I CAN!
HE HAS WON AN IMPORTANT VICTORY THIS NIGHT. AND NOW HE KNOWS IT.
BUT THERE IS ONE LAST BATTLEFIELD YET TO CROSS...
DOCTOR HAMER-- AM I TOO LATE?
FRANKLY, CAPTAIN-- YOU SHOULD BE! BUT IT'S AS IF JEFF HAS BEEN FORCIBLY HOLDING ON... WAITING FOR YOU TO ARRIVE!
21

CAP... YOU MADE T.
OF COURSE I DID, OLD SOLDIER.
TELL ME, JEFF: IS THERE MUCH PAIN? ARE YOU AFRAID?
I'M BEYOND THE PAIN, CAP. BEYOND THE FEAR.
I'M READY... TO LET GO.
IT'S BEEN A GOOD LIFE. A LONG LIFE. A FULL LIFE.
AND I KNOW THERE ARE DEAR FRIENDS WAITING FOR ME...ON THE OTHER SIDE.
BUT, BEFORE I... MOVE ON, CAP--I HAVE TO TELL YOU HOW MUCH YOU'VE M--
I KNOW, JEFF. I KNOW.
GOODBYE, OLD SOLDIER.
FINIS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CAPTAIN AMERICA
ANNUAL
A STAR-STUDDED EPIC WITH A.I.M.! THE AQUARIAN! THE SHAPER OF WORLDS!
CHAOS CUBED!
THE ULTIMATE TALE OF THE COSMIC CUBE!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

INSIDE PROJECT PEGASUS, THE U.S. DEPARTMENT OF ENERGY'S TOP SECRET ENERGY RESEARCH FACILITY...
...THERE IS A HEAVILY-GUARDED CHAMBER...
AUTHORIZED STAFF ONLY
AT THE CENTER OF IT SITS A SMALL, CRYSTALLINE CUBE.
FOR LONG MONTHS NOW IT HAS LAIN DORMANT, SEEMINGLY SPENT OF ITS UNFATHOMABLE POWER, AND THE WORLD HAS BEEN THE SAFER FOR IT.
THEN, ALMOST HESITANTLY, LIKE A SLEEPING CHILD, THE CUBE BEGINS TO STIR--TO RADIATE--!
THE TIME HAS COME! NOW IS THE HOUR OF THE COSMIC CUBE!
FOR WITH THIS SMALL OCCURRENCE, EVENTS ARE SET IN MOTION--EVENTS THAT WILL DRAW THE MAN CALLED CAPTAIN AMERICA--AND THE WORLD--INTO...

THE LAST ENCHANTMENT!

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FIRST REACTION: IN A CHAMBER A GALAXY AWAY...

WHAT WE HAVE WAITED FOR--AND *FEARED*--FOR SO LONG, HAS FINALLY COME TO PASS! FROM HERE, I MUST LEAVE THE REST UP TO YOU.

YOU'VE DONE MORE THAN YOUR SHARE--AND I AWAIT WHAT IS TO COME WITH EAGERNESS DESPITE THE DANGER.

AND YET, I WONDER WHAT OTHERS WOULD SAY.

SECOND REACTION: ALONG A GRASSY LANE IN RURAL OHIO...

A BEING NAMED WUNDARR, NOW KNOWN AS THE AQUARIAN, WALKS QUIETLY, LISTENING TO BIRDSONG AND BREATHING THE FRAGRANCE OF SUMMER.

HE IS IN HARMONY WITH IT ALL.

THIRD REACTION: IN A SUBTERRANEAN COMPLEX, SOMEWHERE IN THE AMERICAN WEST...

WELL, YOU WERE RIGHT ALL THE TIME: THE COSMIC CUBE STILL DOES EXIST!

IT'S GOOD TO HEAR YOU ADMIT IT. I KNEW THAT KEEPING THESE ULTRAFINE DETECTORS RUNNING FOR ALL THIS TIME WOULD EVENTUALLY PAY OFF.

BY OUR ORIGINS, WE OUGHT TO BE ETERNAL ENEMIES. THERE IS NO REASON YOU SHOULD HELP ME IN THIS.

NONE--EXCEPT TO AVERT THE DESTRUCTION OF MUCH OF OUR COMMON UNIVERSE. WE BOTH KNOW *EXACTLY* WHAT IS AT STAKE HERE.

THE ANCIENT EVIL MUST *NOT* RISE AGAIN. WE DO WHAT WE MUST, THAT I MAY PERFORM MY FUNCTION--

--AND I MY PENANCE. I SHALL BE READY TO GO VERY SOON.

SUDDENLY, AS IF A VOICE BROKE THE QUIET, HE COCKS HIS HEAD.

HE TURNS FROM HIS CHOSEN PATH, AND SETS OUT IN A NEW DIRECTION--

CASUALLY, HE EXTENDS HIS FIELD OF NULL-FORCE EARTHWARD, AND RISES SLOWLY INTO THE AIR. WHILE HE HAS FOREGONE NEEDLESS DISPLAYS OF POWER, THERE IS NO TIME TO WASTE.

AND NOW OUR COMPUTERS HAVE LOCATED THOSE DELICATE RADIATIONS--AND SOON OUR CREATION SHALL BE IN THE HANDS OF *ADVANCED IDEA MECHANICS* ONCE MORE.

POWER LEVEL INDICATO

AND WITH IT, NOTHING LESS THAN *INFINITE POWER!!*

ATTENTION, *AIM* STRIKE FORCE! THIS IS A FULL MOBILIZATION ALERT!

WE'RE GOING AFTER THE COSMIC CUBE--WITH *EVERYTHING WE'VE GOT!!*

3

ALL UNITS SCRAMBLE! NO RESERVES ARE TO BE LEFT BEHIND!

FIRST SQUADRON HAS CLEARED HANGAR DOORS! LAUNCH SECOND SQUADRON!

TO ALL UNITS: CENTRAL HAS IDENTIFIED THE CUBE'S LOCATION AS *PROJECT PEGASUS!* WE'RE GOING TO HAVE A REAL FIGHT ON OUR HANDS!

I CAN SEE THE PROJECT DEAD AHEAD, GROUP LEADER. SENSORS INDICATE FORCE FIELDS IN OPERATION!

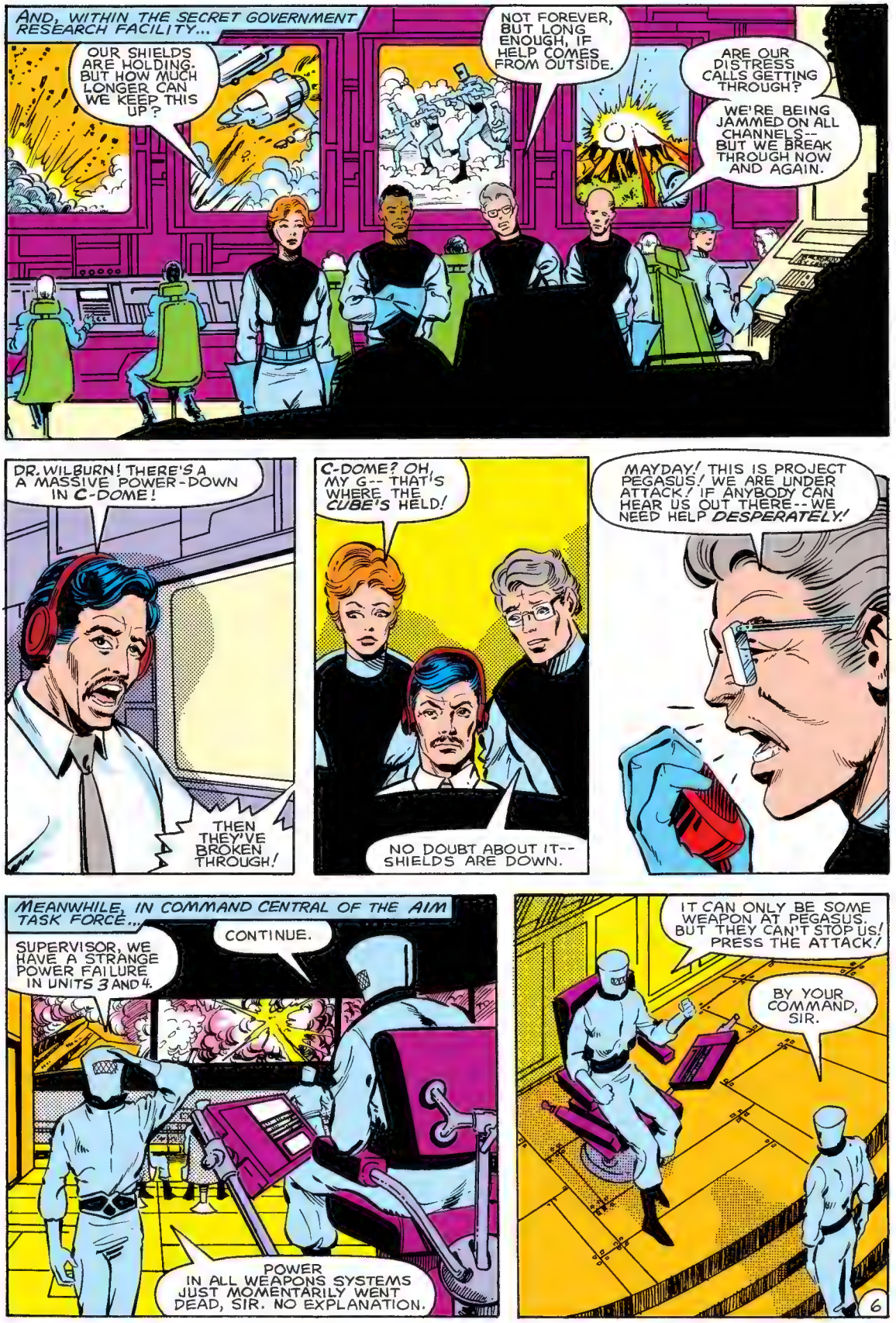
NO TIME FOR FINESSE, BOYS! MAXIMUM FRONTAL ASSAULT: *FIRE AT WILL!*

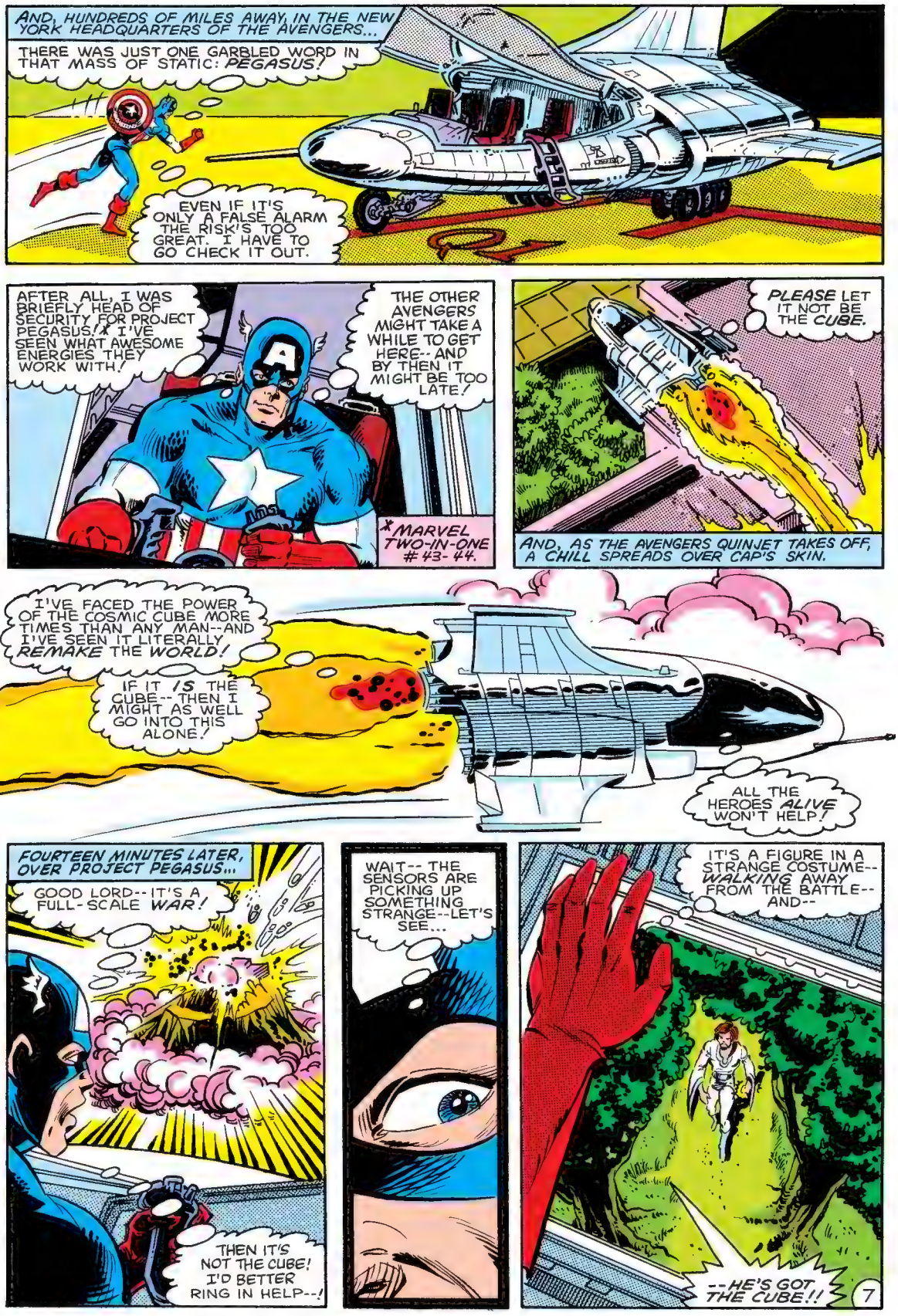
AND SO IT COMES TO PASS THAT TWO OF THE MOST TECHNOLOGICALLY ADVANCED ORGANIZATIONS ON THE FACE OF THE EARTH ENGAGE IN THE MOST PRIMITIVE AND SAVAGE OF PROCESSES--AN ACTION SO OLD THAT EVEN THE WORD FOR IT IS MEDIEVAL--

--AS PROJECT PEGASUS IS BESIEGED!

4

5

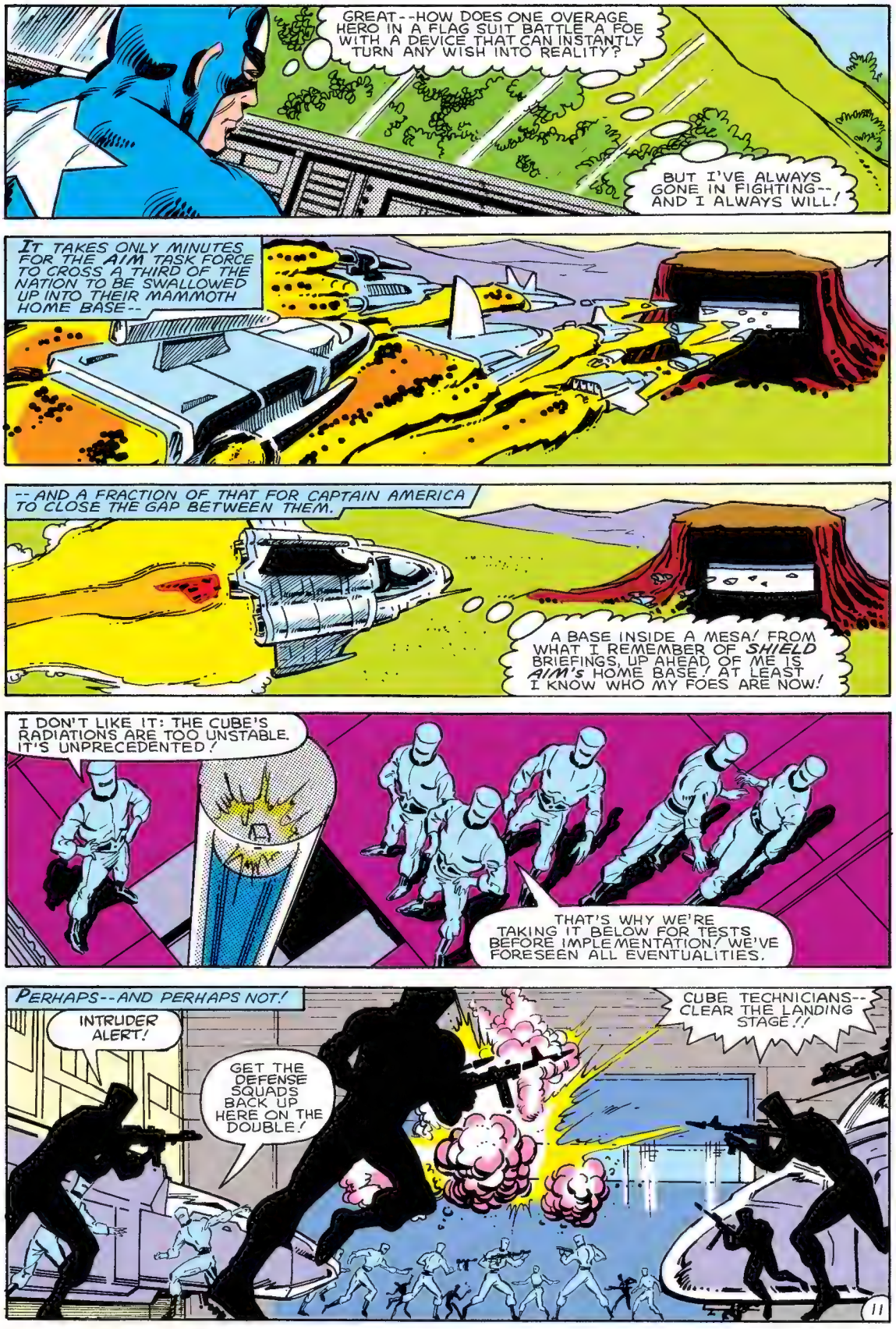

AND, WITHIN THE SECRET GOVERNMENT RESEARCH FACILITY...
OUR SHIELDS ARE HOLDING. BUT HOW MUCH LONGER CAN WE KEEP THIS UP?
NOT FOREVER, BUT LONG ENOUGH, IF HELP COMES FROM OUTSIDE.
ARE OUR DISTRESS CALLS GETTING THROUGH?
WE'RE BEING JAMMED ON ALL CHANNELS-- BUT WE BREAK THROUGH NOW AND AGAIN.
DR. WILBURN! THERE'S A A MASSIVE POWER-DOWN IN C-DOME!
THEN THEY'VE BROKEN THROUGH!
C-DOME? OH, MY G-- THAT'S WHERE THE CUBE'S HELD!
NO DOUBT ABOUT IT-- SHIELDS ARE DOWN.
MAYDAY! THIS IS PROJECT PEGASUS! WE ARE UNDER ATTACK! IF ANYBODY CAN HEAR US OUT THERE--WE NEED HELP DESPERATELY!
MEANWHILE, IN COMMAND CENTRAL OF THE AIM TASK FORCE...
SUPERVISOR, WE HAVE A STRANGE POWER FAILURE IN UNITS 3 AND 4.
CONTINUE.
POWER IN ALL WEAPONS SYSTEMS JUST MOMENTARILY WENT DEAD, SIR. NO EXPLANATION.
IT CAN ONLY BE SOME WEAPON AT PEGASUS. BUT THEY CAN'T STOP US! PRESS THE ATTACK!
BY YOUR COMMAND, SIR.
6

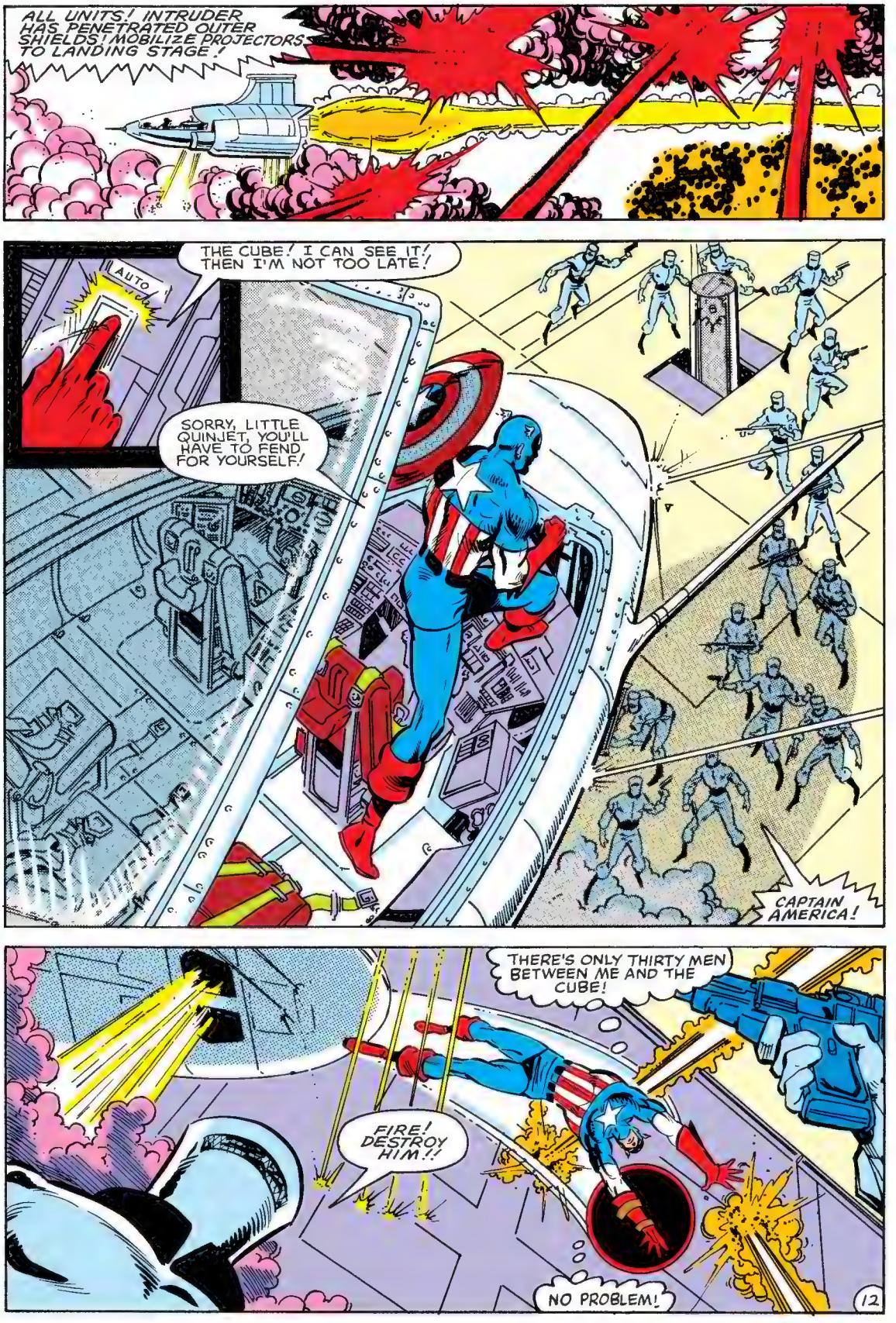

AND, HUNDREDS OF MILES AWAY, IN THE NEW YORK HEADQUARTERS OF THE AVENGERS...
THERE WAS JUST ONE GARBLED WORD IN THAT MASS OF STATIC: PEGASUS!
EVEN IF IT'S ONLY A FALSE ALARM THE RISK'S TOO GREAT. I HAVE TO GO CHECK IT OUT.
AFTER ALL, I WAS BRIEFLY HEAD OF SECURITY FOR PROJECT PEGASUS! * I'VE SEEN WHAT AWESOME ENERGIES THEY WORK WITH!
THE OTHER AVENGERS MIGHT TAKE A WHILE TO GET HERE-- AND BY THEN IT MIGHT BE TOO LATE!
*MARVEL TWO-IN-ONE #43-44.
PLEASE LET IT NOT BE THE CUBE.
AND, AS THE AVENGERS QUINJET TAKES OFF, A CHILL SPREADS OVER CAP'S SKIN.
I'VE FACED THE POWER OF THE COSMIC CUBE MORE TIMES THAN ANY MAN--AND I'VE SEEN IT LITERALLY REMAKE THE WORLD!
IF IT IS THE CUBE--THEN I MIGHT AS WELL GO INTO THIS ALONE!
ALL THE HEROES ALIVE WON'T HELP!
FOURTEEN MINUTES LATER, OVER PROJECT PEGASUS...
GOOD LORD--IT'S A FULL-SCALE WAR!
THEN IT'S NOT THE CUBE! I'D BETTER RING IN HELP--!
WAIT-- THE SENSORS ARE PICKING UP SOMETHING STRANGE--LET'S SEE...
IT'S A FIGURE IN A STRANGE COSTUME-- WALKING AWAY FROM THE BATTLE-- AND--
--HE'S GOT THE CUBE!!
7

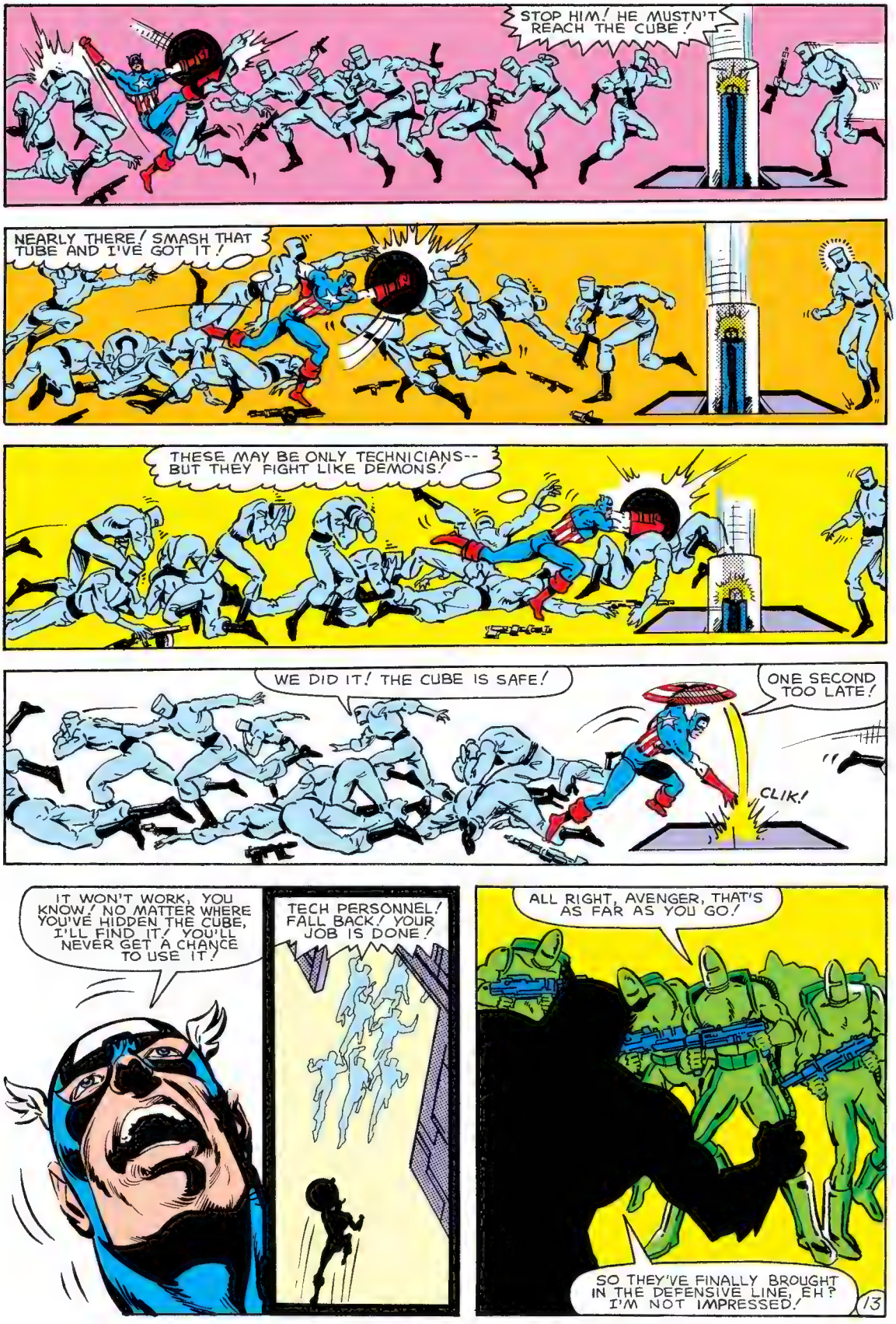
THE DISTURBANCE IN THE AQUARIAN'S MIND HAS BEEN LAID TO REST. THE CUBE RESTS CALMLY IN HIS HAND, GLOWING WARMLY.
ALL IS RIGHT WITH THE WORLD AGAIN.
THEN...
ALL RIGHT, MISTER! THIS IS CAPTAIN AMERICA! I WANT YOU TO SURRENDER THE CUBE!
WUNDARR?? WUNDARR HAD THE MIND OF A FOUR-YEAR-OLD!
OH, THE CUBE CHANGED THAT--IT MADE ME INTO WHAT I AM NOW--THE AQUARIAN! *
IT'S THE CUBE I'M HERE ABOUT--WUNDARR--
DON'T WORRY. IT'S PERFECTLY SAFE WITH ME.
*MARVEL TWO-IN-ONE #58.
GIVE ME THE CUBE, WUNDARR!
CAPTAIN! IT'S GOOD TO SEE YOU AGAIN!
AQUARIAN. AND I TOLD YOU, I'LL SEE THAT IT'S SAFE.
SORRY, BUT I CAN'T AFFORD TO TRUST YOUR WORD, 'AQUARIAN'! THE CUBE IS FAR TOO--
BUT I GUESS YOU DON'T RECOGNIZE ME. IT'S ME--WUNDARR!
I'M AFRAID YOU'LL HAVE TO, CAP.
WHA--? MY SHIELD JUST STOPPED DEAD AND FELL!
8

I DON'T KNOW HOW YOU DID THAT--BUT THE CUBE'S TOO POWERFUL FOR ANY MAN!
CAP, CAP--I DON'T WANT *POWER.*
IN FACT, IT'S MY ABILITY--MY VERY *NATURE* TO NEUTRAIZE ALL POWER--EVEN YOUR MUSCLE POWER.
NO--COME BACK--
YOU SEE, FORCE BRINGS DISHARMONY, AND THE CUBE NEEDS HARMONY RIGHT NOW. IT CRIED OUT TO ME FOR IT.
THE CUBE CALLED TO HIM? HE HAS TO HAVE GONE MAD! THERE'S NO TELLING WHAT MIGHT POP INTO HIS HEAD NEXT!
THERE'S ONE THING I CAN TRY...
ALL RIGHT, AQUARIAN--OR WHO-EVER YOU REALLY ARE--
--STOP RIGHT THERE!
THIS IS AN AIKIDO HOLD, MY FRIEND! IT USES NO FORCE AT ALL--BUT IF YOU TRY TO MOVE--OR LEAVE--YOU'LL CAUSE YOURSELF A LOT OF PAIN.
NICE TRY, CAPTAIN, BUT--
--BLUFFS--*ANNGH!*
PAIN IS A STRANGE DISTANT MEMORY--AND A SHOCK--TO THE AQUARIAN.
TIK!
HE DROPS THE COSMIC CUBE.
9

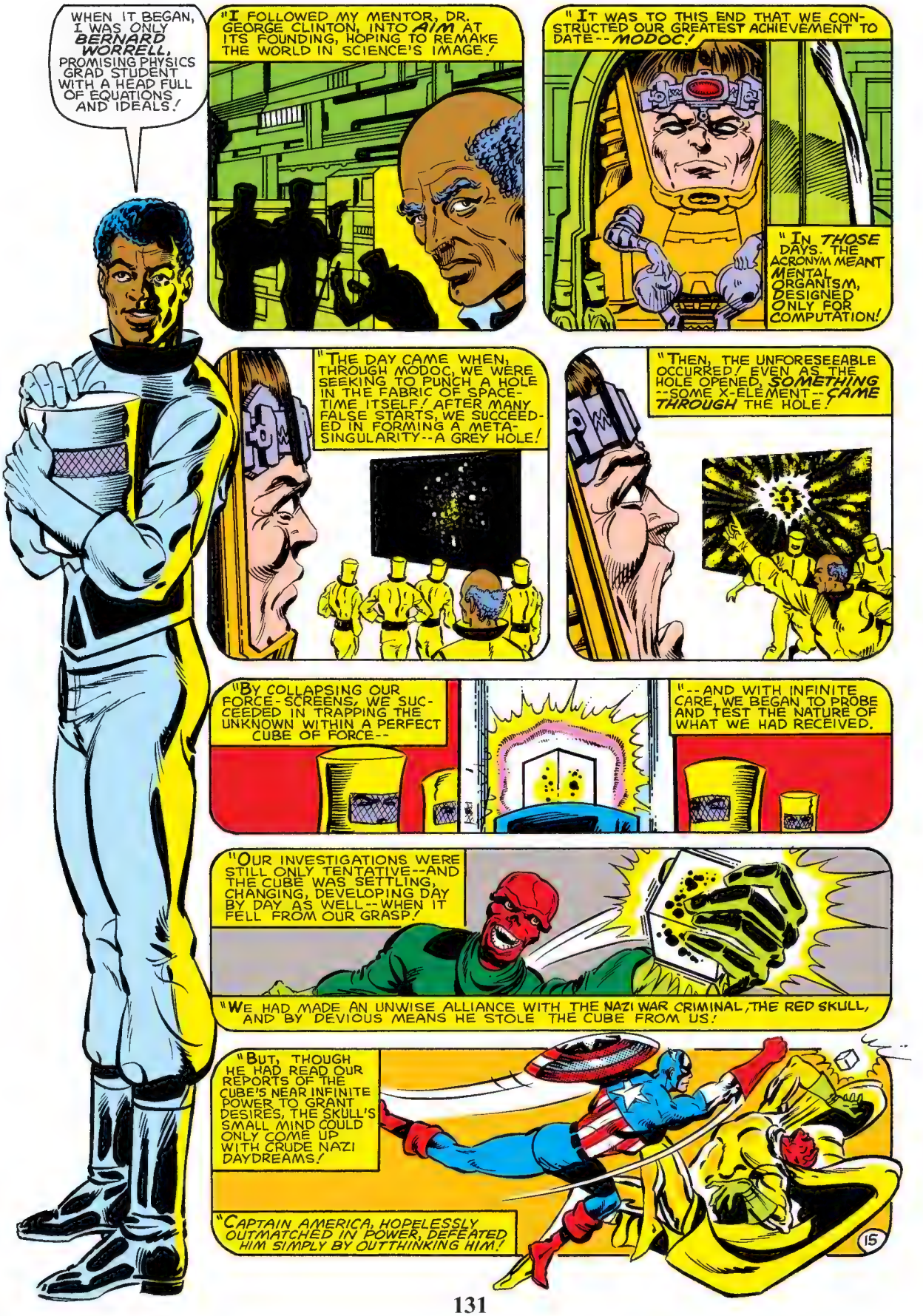
AND THINGS TAKE A TURN FOR THE WORSE!
THE CUBE--IT'S BEEN GRABBED BY SOMETHING--!
THANK YOU VERY MUCH, CAPTAIN AMERICA!
WE COULD NOT BREAK THROUGH THE YOUTH'S ENERGY-DAMPING FIELD, SO WE HOVERED HERE WITH OUR CLOAKING DEVICES ON--
--UNTIL YOU DID IT FOR US!
AND SO THE CUBE IS OURS! WE KNEW WE COULD COUNT ON YOU!
COULDN'T YOU HAVE LEFT WELL ENOUGH ALONE?
I'M SORRY, WUNDARR--BUT THERE'S NO TIME FOR REGRETS! WE'VE GOT TO GO AFTER THEM BEFORE THEY USE THE CUBE!
SOMETHING STRANGE IS HAPPENING TO THE CUBE, CAP. IF THEY USE IT--SOMETHING UNIMAGINABLY BAD COULD HAPPEN.
I'VE GOT TO SAVE THE CUBE IN MY OWN WAY.
SORRY, AQUARIAN--
--BUT THIS IS MY FLIGHT AS WELL! COME ON--WE'LL SEE THIS THROUGH TOGETHER!
THANK YOU FOR THE OFFER, BUT NO. I HAVE MY OWN WAY OF GETTING THINGS DONE.
MOMENTS LATER, WITH THE QUINJET OFF AUTO-HOVER AND IN PURSUIT--
CAPTAIN AMERICA TO AVENGERS / AVENGERS! CAN YOU READ ME?
NO GOOD! EVERYTHING'S JAMMED!
10


GREAT--HOW DOES ONE OVERAGE HERO IN A FLAG SUIT BATTLE A FOE WITH A DEVICE THAT CAN INSTANTLY TURN ANY WISH INTO REALITY?
BUT I'VE ALWAYS GONE IN FIGHTING--AND I ALWAYS WILL!
IT TAKES ONLY MINUTES FOR THE AIM TASK FORCE TO CROSS A THIRD OF THE NATION TO BE SWALLOWED UP INTO THEIR MAMMOTH HOME BASE--
--AND A FRACTION OF THAT FOR CAPTAIN AMERICA TO CLOSE THE GAP BETWEEN THEM.
A BASE INSIDE A MESA! FROM WHAT I REMEMBER OF SHIELD BRIEFINGS, UP AHEAD OF ME IS AIM'S HOME BASE! AT LEAST I KNOW WHO MY FOES ARE NOW!
I DON'T LIKE IT: THE CUBE'S RADIATIONS ARE TOO UNSTABLE. IT'S UNPRECEDENTED!
THAT'S WHY WE'RE TAKING IT BELOW FOR TESTS BEFORE IMPLEMENTATION! WE'VE FORESEEN ALL EVENTUALITIES.
PERHAPS--AND PERHAPS NOT!
INTRUDER ALERT!
GET THE DEFENSE SQUADS BACK UP HERE ON THE DOUBLE!
CUBE TECHNICIANS--CLEAR THE LANDING STAGE!!
11


ALL UNITS! INTRUDER HAS PENETRATED OUTER SHIELDS! MOBILIZE PROJECTORS TO LANDING STAGE!
THE CUBE! I CAN SEE IT! THEN I'M NOT TOO LATE!
AUTO
SORRY, LITTLE QUINJET, YOU'LL HAVE TO FEND FOR YOURSELF!
CAPTAIN AMERICA!
THERE'S ONLY THIRTY MEN BETWEEN ME AND THE CUBE!
FIRE! DESTROY HIM!!
NO PROBLEM!
12

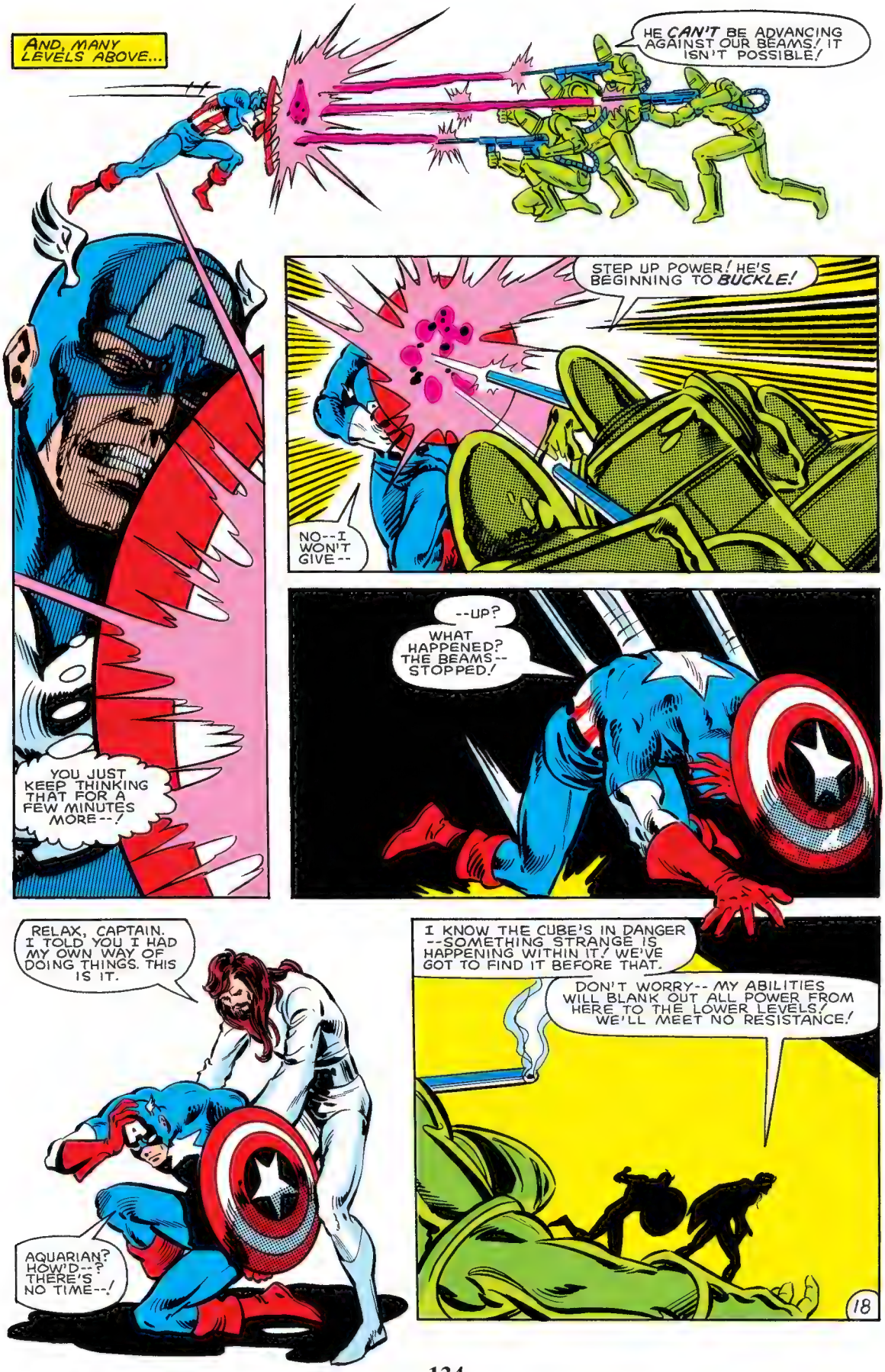

STOP HIM! HE MUSTN'T REACH THE CUBE!
NEARLY THERE! SMASH THAT TUBE AND I'VE GOT IT!
THESE MAY BE ONLY TECHNICIANS-- BUT THEY FIGHT LIKE DEMONS!
WE DID IT! THE CUBE IS SAFE!
ONE SECOND TOO LATE!
CLIK!
IT WON'T WORK, YOU KNOW! NO MATTER WHERE YOU'VE HIDDEN THE CUBE, I'LL FIND IT! YOU'LL NEVER GET A CHANCE TO USE IT!
TECH PERSONNEL! FALL BACK! YOUR JOB IS DONE!
ALL RIGHT, AVENGER, THAT'S AS FAR AS YOU GO!
SO THEY'VE FINALLY BROUGHT IN THE DEFENSIVE LINE, EH? I'M NOT IMPRESSED!
13

BUT IF YOU GOONS THINK GUNS CAN EVEN SLOW ME DOWN...!
THEY'LL DO MORE THAN THAT, LOUD-MOUTH! FIRE!
UNNNNH!
THOSE COMBINED BEAMS ARE GENERATING EASILY A TON OF FORCE! HOW CAN THEY DO IT WITHOUT RECOIL?
IF NOT FOR MY SHIELD, I'D BE SPLATTERED AGAINST THIS WALL!
EVERY MINUTE THEY DELAY ME--
--IS ONE MINUTE CLOSER TO THE END OF THE WORLD!
AND, IN A CHAMBER FAR BELOW THAT BATTLE...
AND SO, COLLEAGUES, THE TIME IS NEARLY UPON US. BEHIND THAT WALL RESTS THE GREATEST CREATION OF AIM--OF ALL HUMAN INSTRUMENTALITY!
IT SYMBOLIZES EVERYTHING WE HAVE SO LONG STRIVEN FOR, THE REASON WHY THE ADVANCED IDEA MECHANICS CAME TO BE!
MOST OF YOU HERE ARE NEW-COMERS TO AIM--MANY OF YOU HAVE EVEN SCORNFULLY QUESTIONED OUR RECORDS ON THE COSMIC CUBE, SCOFFING AT ITS POWER!
VERY SHORTLY, WITH THE CUBE'S REACTIVATION, YOU SHALL BEAR WITNESS TO THE TRUTH OF THOSE OLD REPORTS, AND MORE!
14


WHEN IT BEGAN, I WAS ONLY BERNARD WORRELL, PROMISING PHYSICS GRAD STUDENT WITH A HEAD FULL OF EQUATIONS AND IDEALS!
"I FOLLOWED MY MENTOR, DR. GEORGE CLINTON, INTO AIM AT ITS FOUNDING, HOPING TO REMAKE THE WORLD IN SCIENCE'S IMAGE!
"IT WAS TO THIS END THAT WE CONSTRUCTED OUR GREATEST ACHIEVEMENT TO DATE--MODOC!
"IN THOSE DAYS, THE ACRONYM MEANT MENTAL ORGANISM, DESIGNED ONLY FOR COMPUTATION!
"THE DAY CAME WHEN, THROUGH MODOC, WE WERE SEEKING TO PUNCH A HOLE IN THE FABRIC OF SPACE-TIME ITSELF! AFTER MANY FALSE STARTS, WE SUCCEEDED IN FORMING A META-SINGULARITY--A GREY HOLE!
"THEN, THE UNFORESEEABLE OCCURRED! EVEN AS THE HOLE OPENED, SOMETHING --SOME X-ELEMENT--CAME THROUGH THE HOLE!
"BY COLLAPSING OUR FORCE-SCREENS, WE SUCCEEDED IN TRAPPING THE UNKNOWN WITHIN A PERFECT CUBE OF FORCE--
"--AND WITH INFINITE CARE, WE BEGAN TO PROBE AND TEST THE NATURE OF WHAT WE HAD RECEIVED.
"OUR INVESTIGATIONS WERE STILL ONLY TENTATIVE--AND THE CUBE WAS SETTLING, CHANGING, DEVELOPING DAY BY DAY AS WELL--WHEN IT FELL FROM OUR GRASP!
"WE HAD MADE AN UNWISE ALLIANCE WITH THE NAZI WAR CRIMINAL, THE RED SKULL, AND BY DEVIOUS MEANS HE STOLE THE CUBE FROM US!
"BUT, THOUGH HE HAD READ OUR REPORTS OF THE CUBE'S NEAR INFINITE POWER TO GRANT DESIRES, THE SKULL'S SMALL MIND COULD ONLY COME UP WITH CRUDE NAZI DAYDREAMS!
"CAPTAIN AMERICA, HOPELESSLY OUTMATCHED IN POWER, DEFEATED HIM SIMPLY BY OUTTHINKING HIM!
15

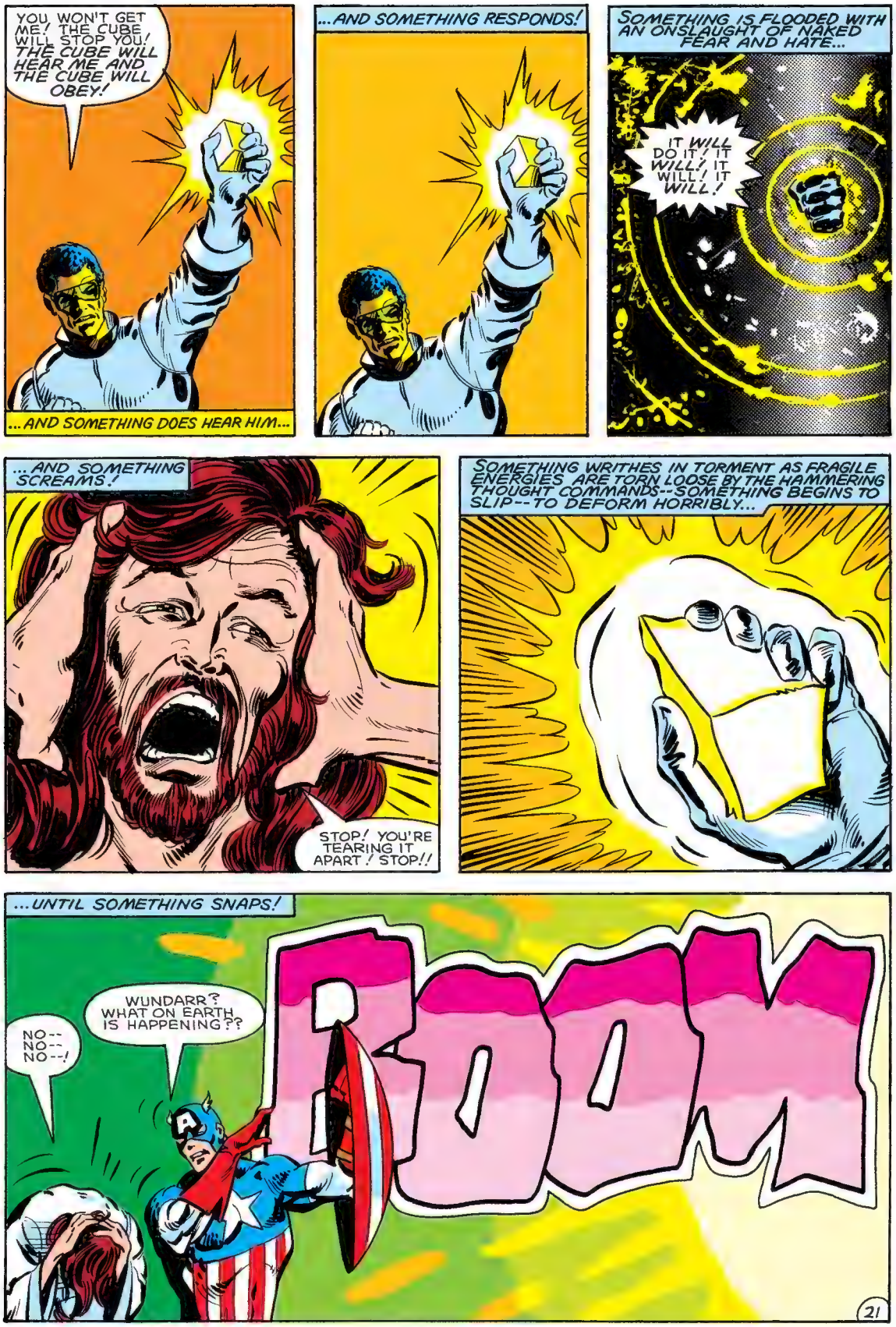
"BUT MEANWHILE, THE STRAIN OF THE CUBE INCIDENT HAD WARPED THE MIND OF MODOC HIDEOUSLY!
"THE 'C' FOR 'COMPUTATION' BECAME 'K' FOR 'KILLING'--
"--AS, IN ONE SAVAGE BLOW, HE ASSASSINATED THE RULING COMMITTEE OF AIM AND SET HIMSELF UP IN ITS STEAD!
"OF ALL THE FOUNDERS, ONLY DR. CLINTON AND I ESCAPED.
"WE SAW THE RUINS OF OUR DREAMS, AND FORESAW WORSE YET TO COME--
"-- SO WE HID OURSELVES AS FLUNKIES IN THE AIM HIERARCHY.
"EVEN THOUGH WE HAD NEVER BALKED ALIGNING OURSELVES WITH ENTITIES SUCH AS HYDRA AND THE SKULL, THAT WAS NOTHING COMPARED TO WHAT AIM THEN BECAME!
"AND SO WE BIDED OUR TIME.
THE CUBE PASSED OUT OF OUR DIRECT KNOWLEDGE THEN--THOUGH MODOK KNEW OF IT. WE DON'T KNOW WHY MODOK NEVER SOUGHT TO USE THE CUBE--EXCEPT THAT PERHAPS ITS BIRTH LEFT HIM WITH AN IRRATIONAL HATRED OF IT.
THIS MAY BE WHY, WHEN THE SKULL AGAIN POSSESSED THE CUBE, MODOK CAUSED THE FORCE-CASING TO DESTABILIZE, APPARENTLY "DESTROYING" IT.
"BUT THE CUBE MERELY TELEPORTED SOMEHOW--AND MYSTERIOUSLY THE ONLY HUMAN WHO KNEW ITS LOCATION WAS ONE RICK JONES.
"THANOS, TYRANT OF SATURN'S MOON TITAN, DISCOVERED THIS AND FORCED THE SECRET FROM CAPTAIN AMERICA'S ONE-TIME PARTNER.
16

"FOR THE FIRST TIME, THE CUBE'S POWERS WERE USED TO THE FULLEST: THANOS USED IT TO MAKE HIMSELF GOD!
"THE AVENGERS, THE TITANIANS, DRAX THE DESTROYER-- ALL WERE POWERLESS BEFORE THANOS'S OMNIPOTENCE--
"--UNTIL A COSMICALLY AWARE CAPTAIN MAR-VELL, THOUGH RAVAGED BY THANOS, MADE CONTACT WITH THE CUBE AND RE-ESTABLISHED THE OLD COSMIC ORDER FROM THE TEMPLATE OF HIS MIND.
"THUS THANOS FELL.
"NEARLY EVERYONE THOUGHT THE CUBE DE-STROYED IN THAT CONFLICT, BUT WE CAN RECONSTRUCT THAT CAPTAIN AMERICA FOUND THE CUBE IN A STRANGE DORMANT STATE, APPARENTLY DEPOWERED.
"THE CUBE WAS TAKEN TO PROJECT PEGASUS FOR STUDY UNDER TOP SECURITY, AND THERE IT STAYED UNTIL WE RECLAIMED IT.
"IN THE MEANTIME, THANKS TO MODOK'S MANY REVERSES AS AIM'S HEAD, DR. CLINTON AND I MANAGED TO SPLINTER OFF AND RE-ESTABLISH THE ORIGINAL AIM, TRUE TO ITS FOUNDING PRINCIPALS.
"SADLY, DR. CLINTON WAS CAPTURED BY THE RED SKULL, THE HATE MONGER AND ARNIM ZOLA, AND HIS MIND WAS DRAINED OF ALL INFORMATION IN THEIR BID TO BUILD A SECOND CUBE.
"WHEN THE PROJECT FAILED, DR. CLINTON WAS... KILLED.
AND SINCE I AM NOW THE ONLY ONE LEFT OF THOSE WHO SHAPED THE CUBE--AND SINCE IT IS NOW FIRMLY IN ITS PROTECTIVE CHAMBER--
CLIK
CLIK
CLIK
--I MUST ASK YOU TO REMAIN SEATED.
FOR THE CUBE CAN ONLY BE WIELDED BY ONE HAND!
17

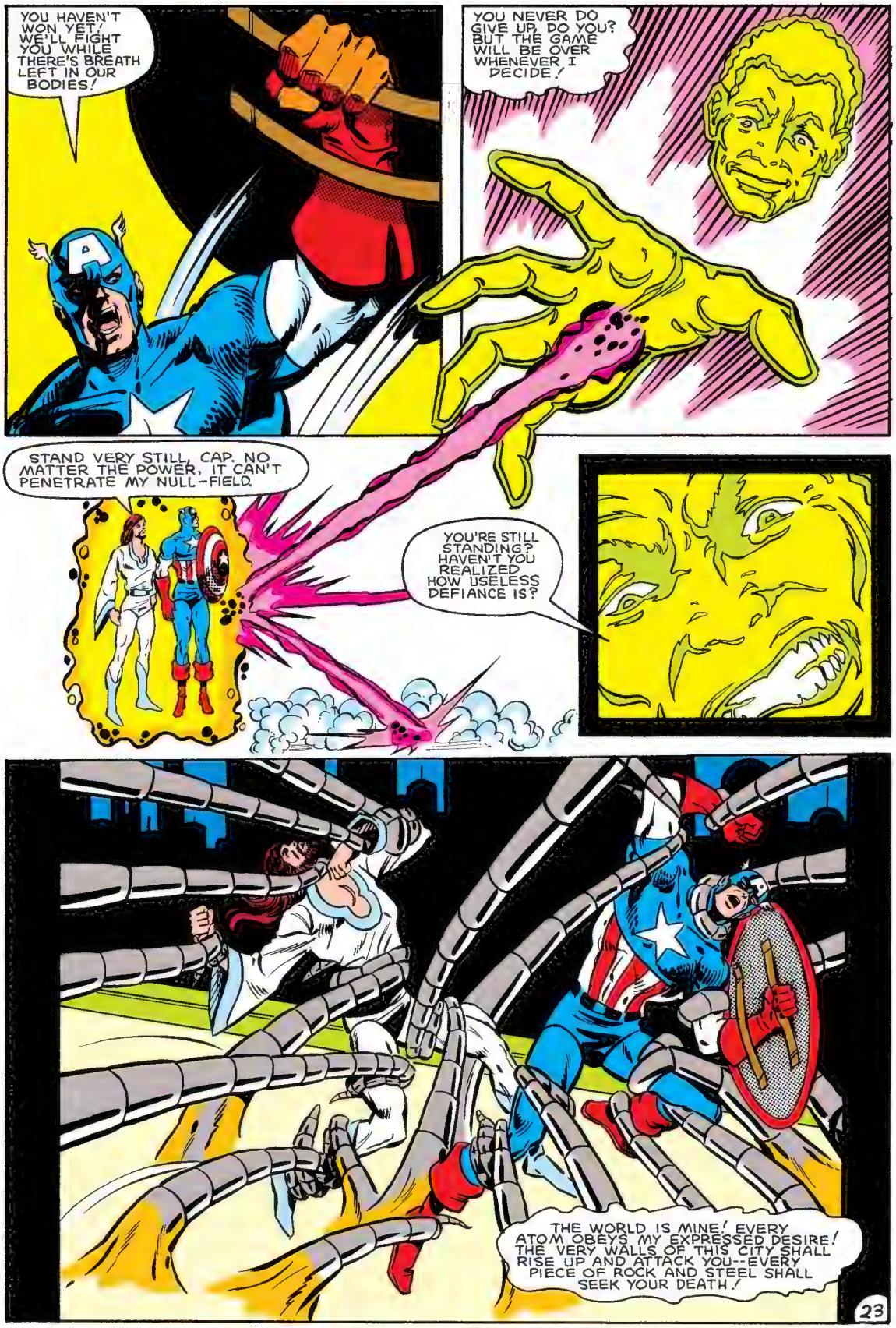

AND, MANY LEVELS ABOVE...
HE CAN'T BE ADVANCING AGAINST OUR BEAMS! IT ISN'T POSSIBLE!
STEP UP POWER! HE'S BEGINNING TO BUCKLE!
NO--I WON'T GIVE--
YOU JUST KEEP THINKING THAT FOR A FEW MINUTES MORE--!
--UP?
WHAT HAPPENED? THE BEAMS-- STOPPED!
I KNOW THE CUBE'S IN DANGER --SOMETHING STRANGE IS HAPPENING WITHIN IT! WE'VE GOT TO FIND IT BEFORE THAT.
DON'T WORRY-- MY ABILITIES WILL BLANK OUT ALL POWER FROM HERE TO THE LOWER LEVELS! WE'LL MEET NO RESISTANCE!
18
RELAX, CAPTAIN. I TOLD YOU I HAD MY OWN WAY OF DOING THINGS. THIS IS IT.
AQUARIAN? HOW'D--? THERE'S NO TIME--!

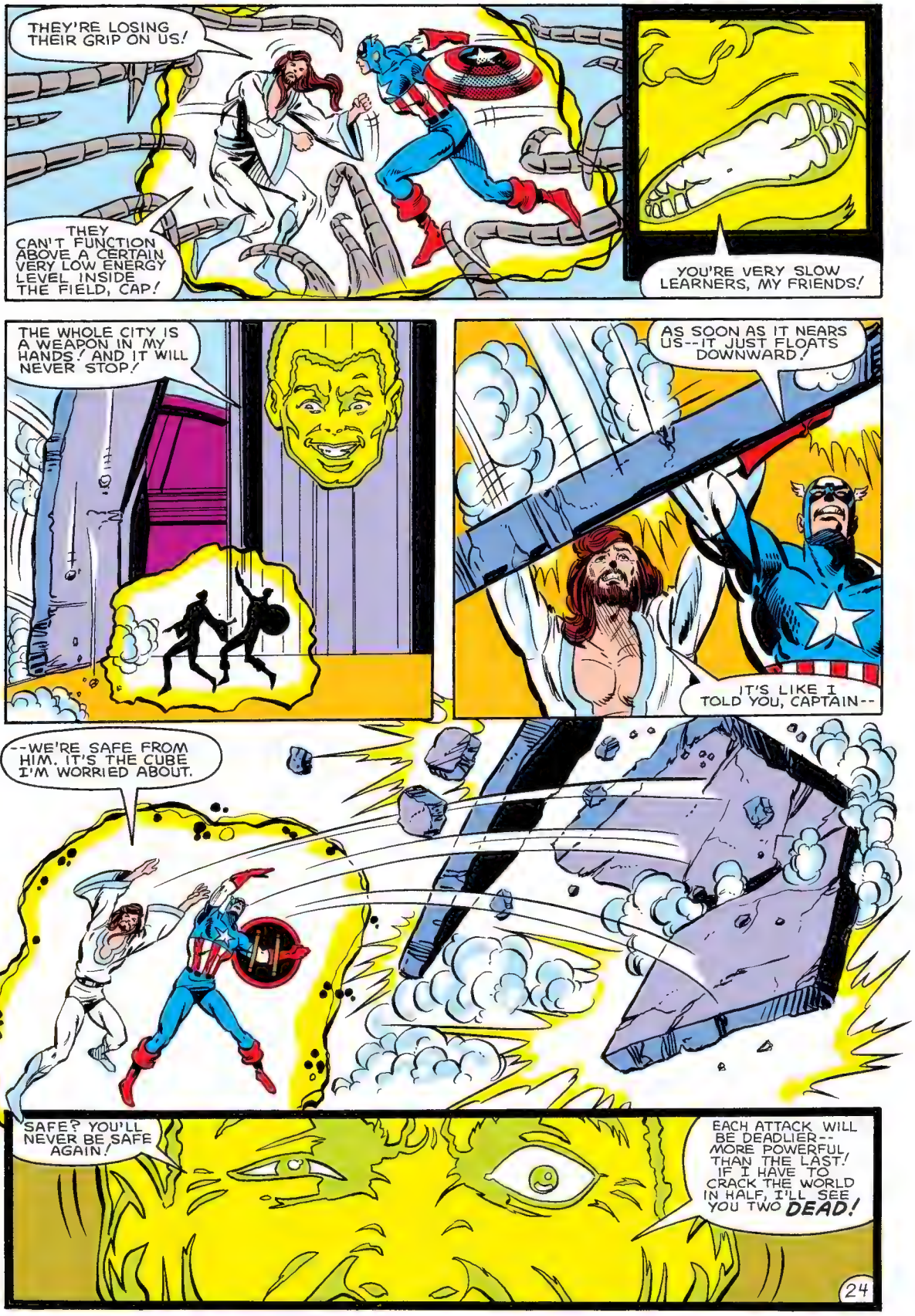
ELSEWHERE...
THE CUBE IS BEING FED WITH EXTREMELY STABLE POWER FIELDS AT LOW LEVEL.
NOTHING CAN BE ALLOWED TO UPSET ITS BALANCE.
FOR, ONCE IT HAS BEEN BROUGHT BACK TO FULL POWER--
IT WILL MAKE FOR ME A NEW AND PERFECT WORLD!
STOP WHERE YOU ARE!
DON'T TOUCH THE CUBE--IF YOU VALUE YOUR LIFE!
WHOEVER YOU ARE--STOP! YOU DON'T KNOW WHAT YOU'RE DOING!
ON THE CONTRARY--I I DO KNOW! I'VE ALWAYS KNOWN EXACTLY WHAT I'M DOING!
I WON'T LET YOU ENDANGER THE WORLD LIKE THIS!
BRAVE WORDS FROM A MAN IN THE HEART OF HIS ENEMY'S STRONGHOLD!
THAT'S THE PLACE WHERE BRAVERY COUNTS, MADMAN!
AS FOR YOUR DEFENSES--I WOULDN'T COUNT ON THEM TOO MUCH!
19

RECOVERING HIS SHIELD, THE AVENGER STRIDES FEARLESSLY FORWARD...
NOW THERE'S NOTHING BETWEEN YOU AND ME--SO WHY DON'T YOU--
NOTHING?? YOU CALL THE COSMIC CUBE NOTHING??
I ORDER IT TO DESTROY YOU! ERASE YOU FROM THE MEMORY OF MAN!
IT WON'T WORK! IT'S STILL IN A DORMANT STATE! YOU'RE ONLY STIRRING UP TROUBLE BY FORCING YOUR WILL UPON IT!
CAP! DON'T LET HIM DO THIS! IT'S HURTING THE CUBE!
I KNOW THAT EVEN DEPOWERED THE CUBE CAN LAUNCH LETHAL BOLTS OF PURE ENERGY!
GIVE IT UP! YOU CAN'T HARM THE AQUARIAN--OR ME!
NO!! I'VE GOT THE CUBE! IT CAN DO ANYTHING! ANYTHING!
YOU WON'T TAKE THIS POWER AWAY FROM ME! NOT WHEN I'VE WAITED SO MANY YEARS!
STAY BACK, DO YOU HEAR ME--!
ALL UNITS! CONVERGE ON CUBE CHAMBER! ALL UNITS--!
THEY CAN'T HEAR YOU--AQUARIAN'S BLOCKING ALL TRANSMISSIONS!
IT'S JUST YOU AND ME--AND YOU'RE ABOUT TO FIND OUT WHAT THAT MEANS!
20


YOU WON'T GET ME! THE CUBE WILL STOP YOU! THE CUBE WILL HEAR ME AND THE CUBE WILL OBEY!
...AND SOMETHING DOES HEAR HIM...
...AND SOMETHING RESPONDS!
SOMETHING IS FLOODED WITH AN ONSLAUGHT OF NAKED FEAR AND HATE...
IT WILL DO IT! IT WILL! IT WILL! IT WILL!
...AND SOMETHING SCREAMS!
STOP! YOU'RE TEARING IT APART! STOP!!
SOMETHING WRITHES IN TORMENT AS FRAGILE ENERGIES ARE TORN LOOSE BY THE HAMMERING THOUGHT COMMANDS--SOMETHING BEGINS TO SLIP--TO DEFORM HORRIBLY...
...UNTIL SOMETHING SNAPS!
NO-- NO-- NO--!
WUNDARR? WHAT ON EARTH IS HAPPENING??
BOOM
21

AND SUDDENLY, EVERYTHING IS VERY, VERY DIFFERENT.
I DON'T BELIEVE IT--IT MUST BE THE CUBE--BUT I'VE NEVER SEEN IT DO ANYTHING LIKE--THIS!
AND IT'S LIKE THIS ALL OVER EARTH, CAPTAIN! TAKE MY WORD FOR IT!
WELCOME TO THE NEW WORLD, MY FRIENDS--BEHOLD THE NEW ORDER! SEE THE FUTURE OF THE UNIVERSE--AND DIE!
22


YOU HAVEN'T WON YET! WE'LL FIGHT YOU WHILE THERE'S BREATH LEFT IN OUR BODIES!
YOU NEVER DO GIVE UP, DO YOU? BUT THE GAME WILL BE OVER WHENEVER I DECIDE!
STAND VERY STILL, CAP. NO MATTER THE POWER, IT CAN'T PENETRATE MY NULL-FIELD.
YOU'RE STILL STANDING? HAVEN'T YOU REALIZED HOW USELESS DEFIANCE IS?
THE WORLD IS MINE! EVERY ATOM OBEYS MY EXPRESSED DESIRE! THE VERY WALLS OF THIS CITY SHALL RISE UP AND ATTACK YOU--EVERY PIECE OF ROCK AND STEEL SHALL SEEK YOUR DEATH!
23

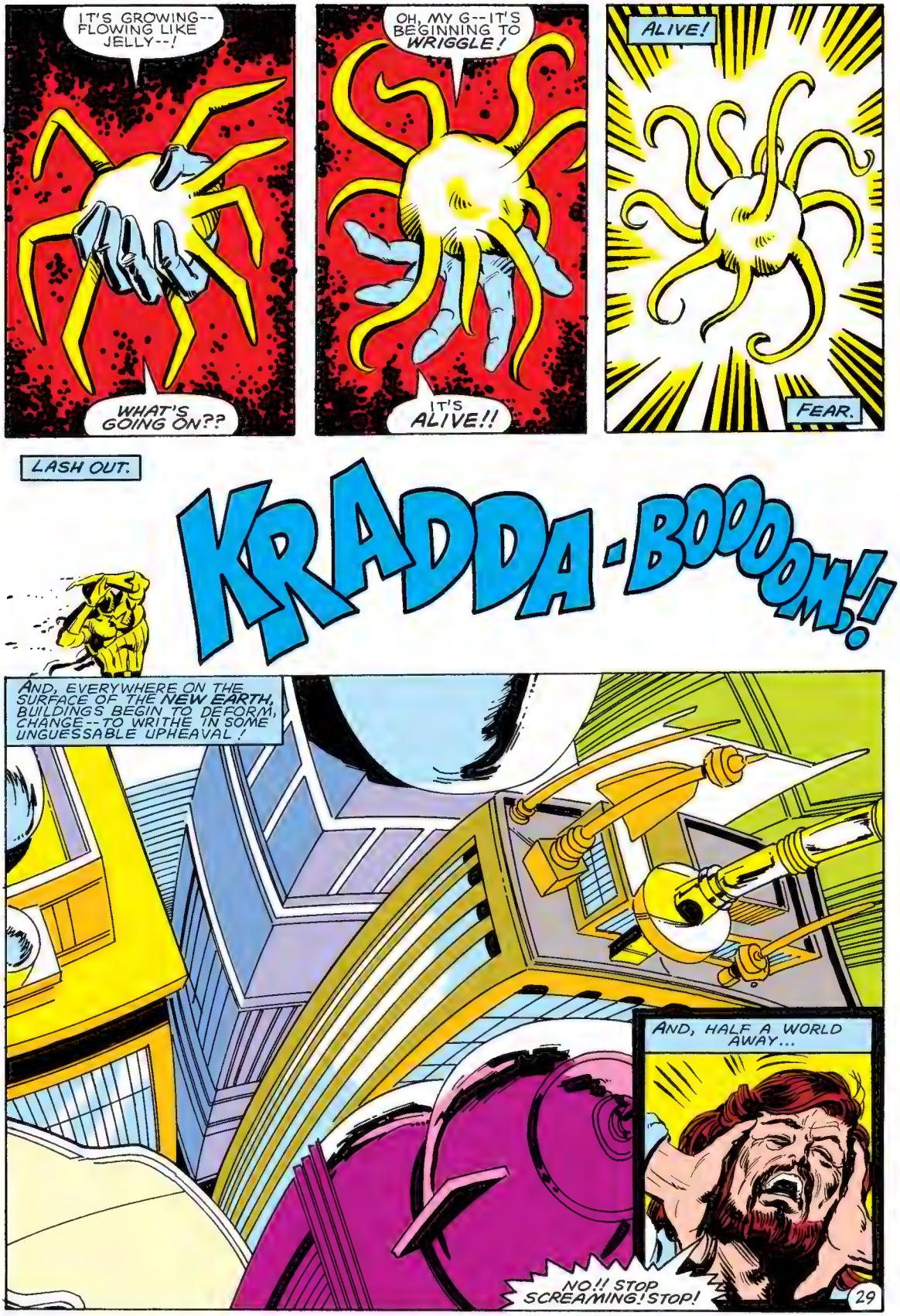

THEY'RE LOSING THEIR GRIP ON US!
THEY CAN'T FUNCTION ABOVE A CERTAIN VERY LOW ENERGY LEVEL INSIDE THE FIELD, CAP!
YOU'RE VERY SLOW LEARNERS, MY FRIENDS!
THE WHOLE CITY IS A WEAPON IN MY HANDS! AND IT WILL NEVER STOP!
AS SOON AS IT NEARS US--IT JUST FLOATS DOWNWARD!
IT'S LIKE I TOLD YOU, CAPTAIN--
--WE'RE SAFE FROM HIM. IT'S THE CUBE I'M WORRIED ABOUT.
SAFE? YOU'LL NEVER BE SAFE AGAIN!
EACH ATTACK WILL BE DEADLIER--MORE POWERFUL THAN THE LAST! IF I HAVE TO CRACK THE WORLD IN HALF, I'LL SEE YOU TWO DEAD!
24

HE'S GONE POWER-MAD--LIKE ALL THOSE WHO'VE USED THE CUBE!
I THINK THE CUBE MAY BE REFLECTING BACK TO HIM THE HATE AND FEAR HE THRUST INTO IT--FORMING A VICIOUS CYCLE OF MADNESS.
MAD? I'LL SHOW YOU WHO'S MAD!
I'VE FIGURED OUT HOW YOU'RE THWARTING ME!
IT'S OBVIOUSLY YOUR HIPPIE FRIEND, CAPTAIN, WHO IS NULLIFYING MY ENERGIES--
--SO I SHALL SIMPLY WILL IT THAT HE IS NO LONGER BY YOUR SIDE! SEE?
NOW LET US SEE HOW WELL YOU FARE WITH YOUR ONLY DEFENSE WANDERING THE MOUNTAINS OF TIBET!
25

HE WAS YOUR ONLY DEFENSE, CAPTAIN. WILL YOU NOW SUBMIT?
NEVER!
HE'S REASSUMED PHYSICAL FORM! AT LAST I HAVE SOMETHING TANGIBLE TO FIGHT!
I'LL SHOW YOU THAT MANKIND CANNOT BE COWED--EVEN WITH THE COSMIC CUBE!
AND ONE LAST, PHYSICAL ATTACK WHILE YOU TALK, EH? THAT PLOY MAY HAVE WORKED WITH THE RED SKULL--
--BUT I AM NOT AS VAIN AS THE SKULL.
FOOSH!
SUCH A FINE BODY, CAPTAIN: SO TALL AND BROAD.
A PSYCHOLOGICAL PLUS WHEN YOU'RE SPOUTING THREATS, NO DOUBT.
WHAT WILL YOUR DISPOSITION BE, I WONDER--
--WHEN YOUR BONES ARE TELEPORTED OUT OF YOUR BODY?
AH, VERY NOBLE, CAPTAIN. YOU CRAWL-- MUSCLE AGAINST MUSCLE LIKE AN INVERTEBRATE WORM ALONG THE BEACH.
AND THAT SUGGESTS ANOTHER ADDITION TO THE SCENARIO!
26

YOUR SHIELD-- A NICE HARD SHELL--
--REMINDS ME OF CERTAIN CRABS WHO FEED ON WORMS!
NO JOKE, CAPTAIN AMERICA: YOU *ARE* A WORM COMPARED TO ME! I AM LIKE A GOD!
BUT I THINK YOU SEE THAT.
I AM NOT A VENGEFUL GOD, HOWEVER--
--AND SO I GRANT YOU--
--AN END TO YOUR TORMENTS!
I'M BECOMING-- WHOLE AGAIN!
IS THIS GODHOOD, MISTER? PICKING THEM UP TO KNOCK THEM DOWN AGAIN?
I DON'T UNDER-- STAND-- I MEANT TO KILL YOU--!
27

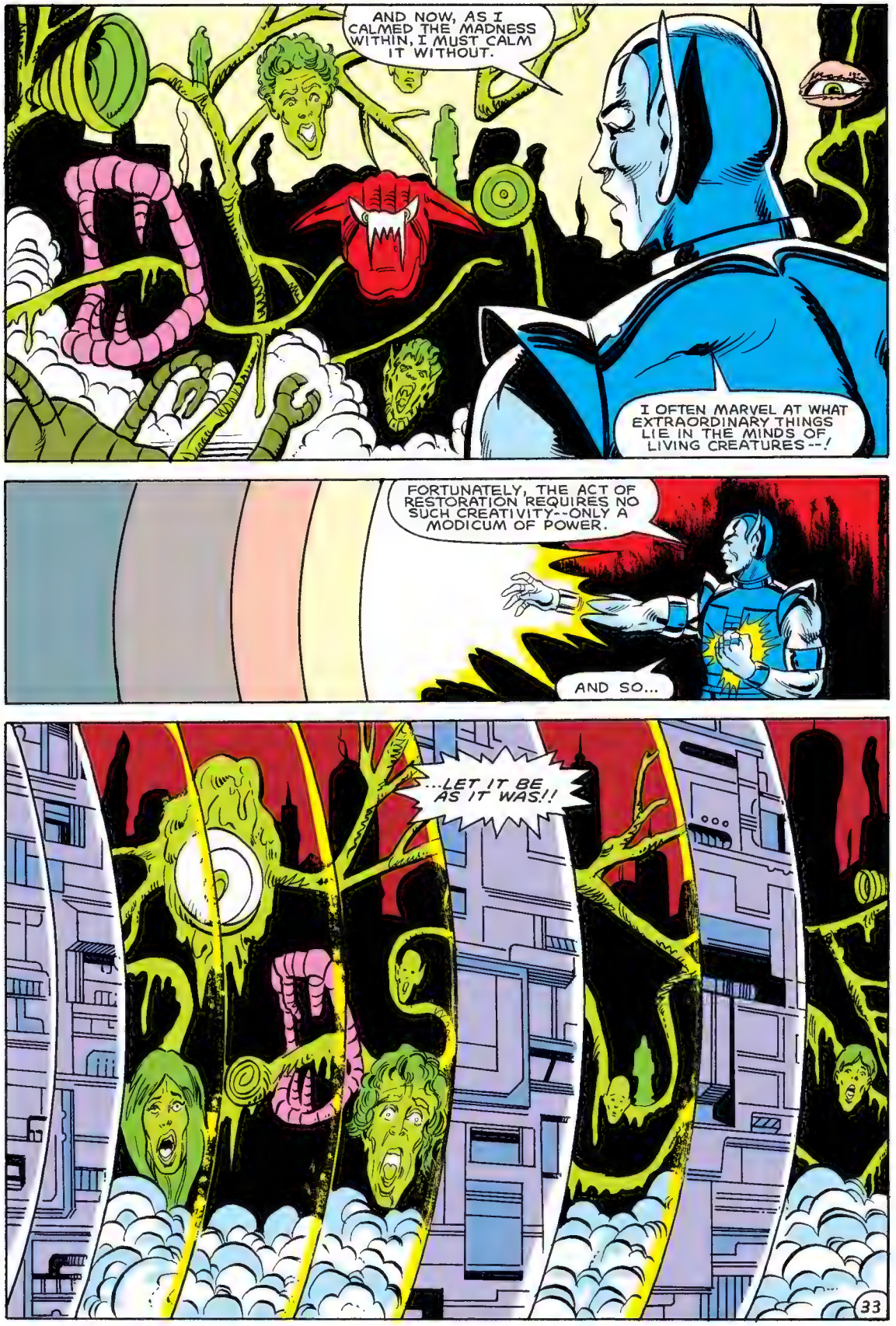
WELL THEN, YOU'D BETTER DO IT--AND DO IT QUICKLY!
I'M COMING FOR YOU, MISTER--
--AND NOT EVEN MY OWN SHIELD WILL STOP ME!
YOU KNOW WHAT I THINK? I THINK YOU'RE SCARED TO USE THE CUBE! SCARED OF THAT TERRIBLE POWER!
YOU'RE NOT UP TO BEING GOD!
STAY BACK! I'M WARNING YOU! YOU SAW WHAT I CAN DO, AND I'LL DO WORSE! STOP, OR I'LL--
OR YOU'LL WHAT?
THE TRUTH IS, THE CUBE DOESN'T OBEY YOUR ORDERS--NOT EXACTLY! THE CITY WASN'T YOUR COMMAND--IT WAS A DREAM YOU HAD!
THAT'S IT, ISN'T IT?
EVEN WHAT YOU DID TO ME--YOU WEREN'T SURE IT WOULD WORK!
YOU'RE NOT A GOD--AND YOU'RE MORE SCARED THAN I AM!
NO!!
I'LL SHOW YOU! I'LL GET IT UNDER CONTROL! IT WILL RESPOND, AND I'LL REMAKE THE WORLD!
I COMMAND IT!
THE CUBE!!
WHAT'S HAPPENING TO IT?
28

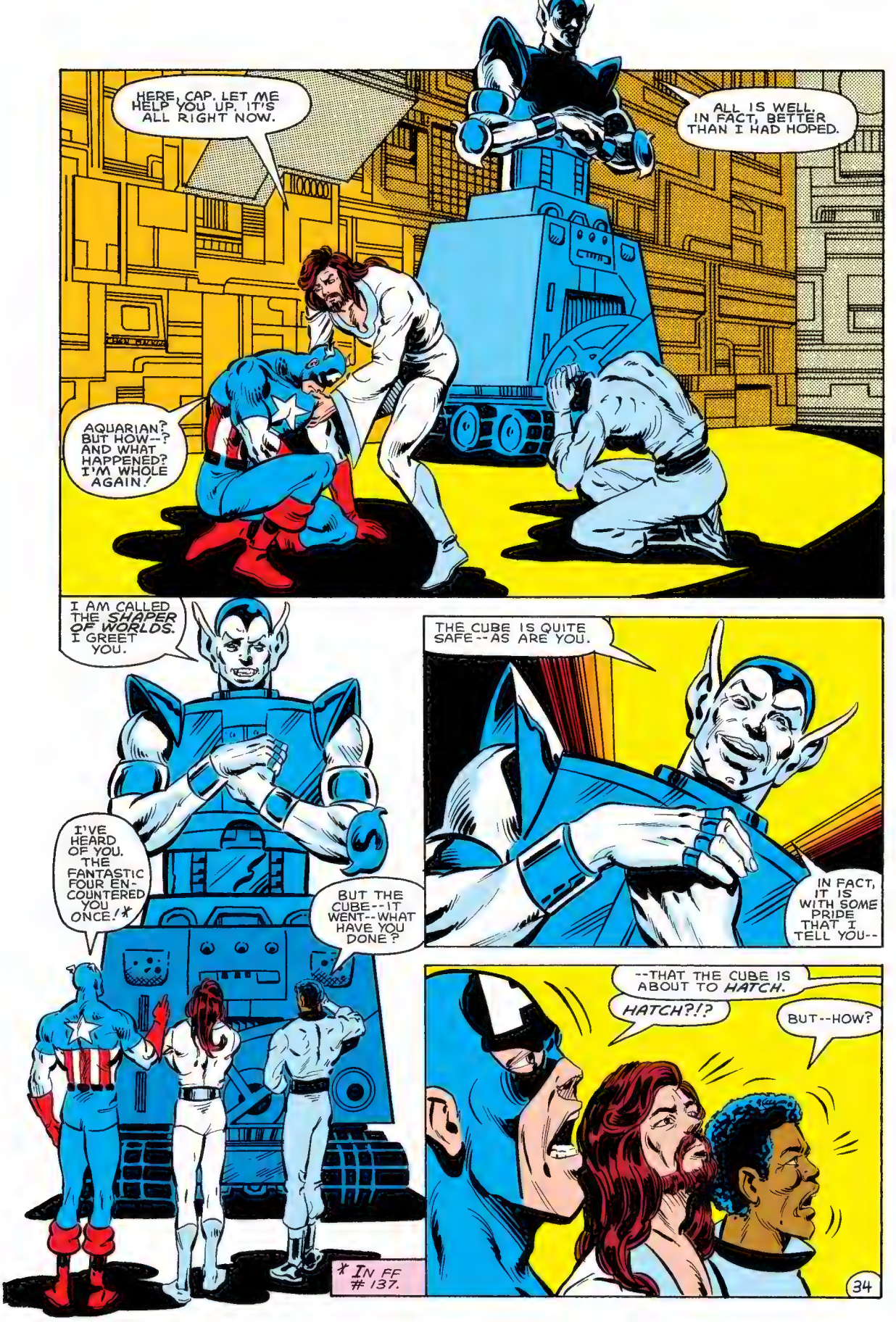

IT'S GROWING--FLOWING LIKE JELLY--!
WHAT'S GOING ON??
OH, MY G--IT'S BEGINNING TO WRIGGLE!
IT'S ALIVE!!
ALIVE!
FEAR.
LASH OUT.
KRADDA-BOOOOM!!
AND, EVERYWHERE ON THE SURFACE OF THE NEW EARTH, BUILDINGS BEGIN TO DEFORM, CHANGE--TO WRITHE IN SOME UNGUESSABLE UPHEAVAL!
AND, HALF A WORLD AWAY...
NO!! STOP SCREAMING! STOP!
29

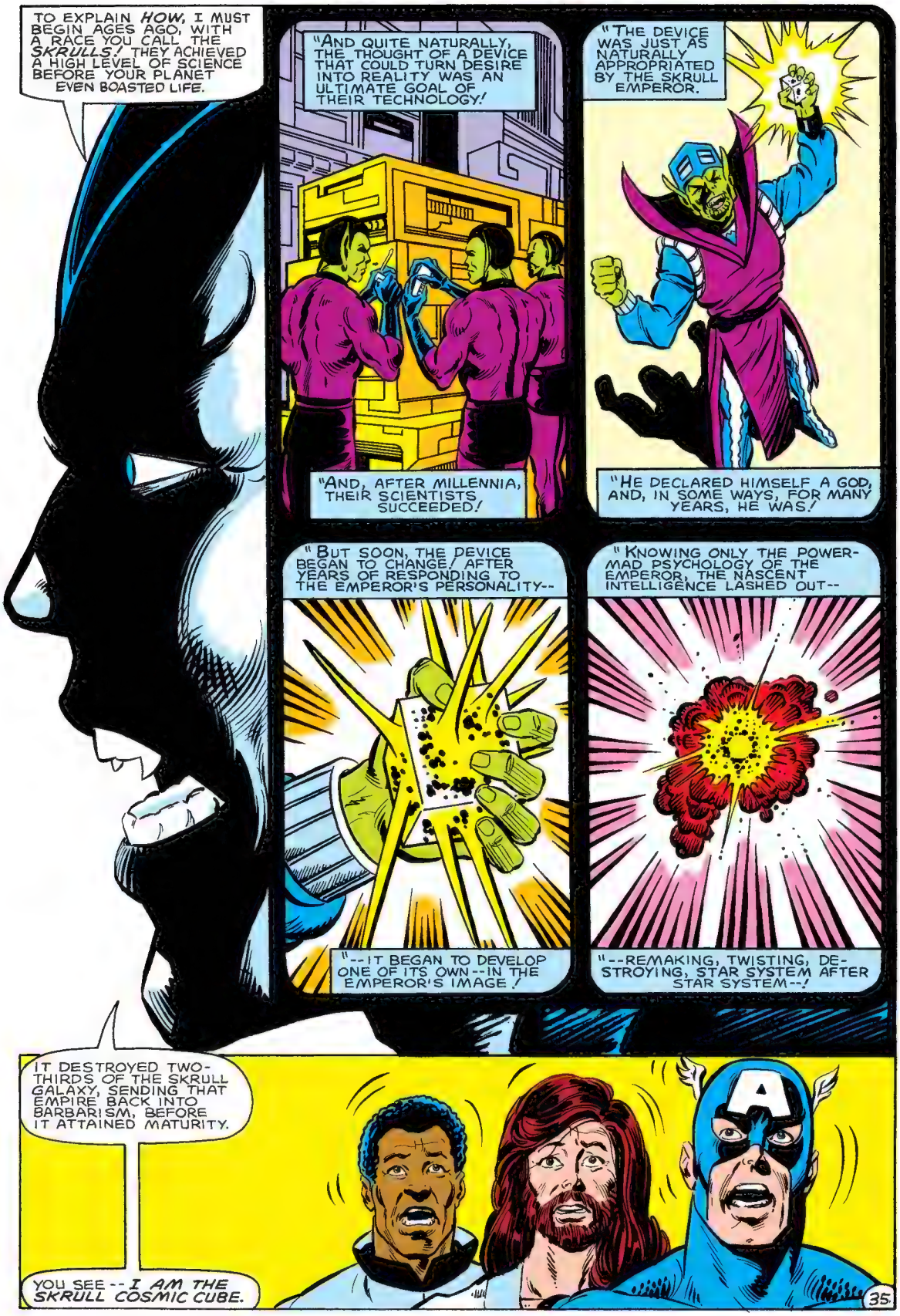
IT'S PROBING MY BRAIN-- REACHING IN ON ITS OWN! I CAN FEEL IT!
FEEL. KNOW.
DEEP IN.
HATE.
MONSTER.
AND IF THE TOWERS OF TECHNOPOLIS WERE STARTLING, IT IS NOTHING COMPARED TO THE TRANSFORMATION CAPTAIN AMERICA WITNESSES NOW!
FOR IF TECHNOPOLIS WAS THE ACTUALIZATION OF BERNARD WORRELL'S CONSCIOUS MIND, WHAT PRESENTS ITSELF NOW IS THE WORLD REMADE IN THE IMAGE OF HIS UNCONSCIOUS!
HATE.
AND, AMID THE SNOWS OF THE HIMALAYAS THE AQUARIAN IS IN THE MIDST OF A STRANGE VISITATION...
YOU ARE THE HERALD IT HAD MADE. IF YOU ARE HERE, THEN THINGS HAVE GONE AMISS.
AMISS? THERE IS SUCH AGONY --SUCH FEAR--
BUT-- I SENSE YOUR POWER-- CAN YOU STOP IT? CAN YOU?
PERHAPS NOT. WE SHALL SEE.
30

AND, BACK AT A I M HEADQUARTERS...
FIGHT IT, MISTER! YOUR BRAIN IS STILL IN CONTACT WITH IT--GET CONTROL!
NO, CAP! LET IT MELT ME! MY MIND IS FULL OF HATE--FEAR! I UNLEASHED THIS--PERHAPS WITH MY DEATH, THE MADNESS WILL CEASE!
HATE. FEAR.
NO!! YOU'VE GOT TO FIGHT IT! YOU'VE GOT TO!!
HANG ON, MISTER--I'M GOING TO DRAG YOU OUT OF THIS IF I HAVE TO!
FEAR. FEAR.
NO, CAP--
NO.
CUBE!
HEAR ME! YOU MUST STOP THIS! YOU HAVE NOTHING TO FEAR--OR TO HATE! REACH INTO MY MIND AND I'LL SHOW YOU!
NO!
FOOSH!
31

I AM IN TIME, BUT JUST BARELY. IT IS ALMOST AT THE NEXT STAGE.
FEAR. FEAR FEAR. FEAR.
COME, LITTLE ONE, CALM YOURSELF.
HATE? FEAR?
THERE, THERE, LITTLE ONE.
THE VEILS ARE LIFTING-- THE IMPRINTS OF EVIL ARE BURNING THEMSELVES AWAY--
....
--AND YOU SHALL SLEEP-- FOR A TIME.
32


AND NOW, AS I CALMED THE MADNESS WITHIN, I MUST CALM IT WITHOUT.
I OFTEN MARVEL AT WHAT EXTRAORDINARY THINGS LIE IN THE MINDS OF LIVING CREATURES--!
FORTUNATELY, THE ACT OF RESTORATION REQUIRES NO SUCH CREATIVITY--ONLY A MODICUM OF POWER.
AND SO...
...LET IT BE AS IT WAS!!
33


HERE, CAP. LET ME HELP YOU UP. IT'S ALL RIGHT NOW.
ALL IS WELL. IN FACT, BETTER THAN I HAD HOPED.
AQUARIAN? BUT HOW--? AND WHAT HAPPENED? I'M WHOLE AGAIN!
I AM CALLED THE *SHAPER OF WORLDS.* I GREET YOU.
I'VE HEARD OF YOU. THE FANTASTIC FOUR ENCOUNTERED YOU ONCE!*
BUT THE CUBE--IT WENT--WHAT HAVE YOU DONE?
* IN FF #137.
THE CUBE IS QUITE SAFE--AS ARE YOU.
IN FACT, IT IS WITH SOME PRIDE THAT I TELL YOU--
--THAT THE CUBE IS ABOUT TO *HATCH.*
HATCH?!?
BUT--HOW?
34


TO EXPLAIN HOW, I MUST BEGIN AGES AGO, WITH A RACE YOU CALL THE SKRULLS! THEY ACHIEVED A HIGH LEVEL OF SCIENCE BEFORE YOUR PLANET EVEN BOASTED LIFE.
"AND QUITE NATURALLY, THE THOUGHT OF A DEVICE THAT COULD TURN DESIRE INTO REALITY WAS AN ULTIMATE GOAL OF THEIR TECHNOLOGY!
"AND, AFTER MILLENNIA, THEIR SCIENTISTS SUCCEEDED!
"THE DEVICE WAS JUST AS NATURALLY APPROPRIATED BY THE SKRULL EMPEROR.
"HE DECLARED HIMSELF A GOD, AND, IN SOME WAYS, FOR MANY YEARS, HE WAS!
"BUT SOON, THE DEVICE BEGAN TO CHANGE/ AFTER YEARS OF RESPONDING TO THE EMPEROR'S PERSONALITY--
"--IT BEGAN TO DEVELOP ONE OF ITS OWN--IN THE EMPEROR'S IMAGE!
"KNOWING ONLY THE POWER-MAD PSYCHOLOGY OF THE EMPEROR, THE NASCENT INTELLIGENCE LASHED OUT--
"--REMAKING, TWISTING, DE-STROYING, STAR SYSTEM AFTER STAR SYSTEM--!
IT DESTROYED TWO-THIRDS OF THE SKRULL GALAXY, SENDING THAT EMPIRE BACK INTO BARBARISM, BEFORE IT ATTAINED MATURITY.
YOU SEE--I AM THE SKRULL COSMIC CUBE.
35

"IN A LATER AGE, THE ALIEN KREE, HAVING HEARD OF THE SKRULLS' GREAT DEVICE, ARROGANTLY THOUGHT TO DUPLICATE IT!
"TO THAT END, THEY BUILT THE SUPREME INTELLIGENCE--
"--THE FUSION OF THE GREATEST KREE BRAINS THAT EVER LIVED!
"BUT THE WARLIKE KREE HAD BUILT THE SUPREME ONE TOO WELL! IT SAW THE INCREDIBLE DANGER IN SUCH A DEVICE--
"--AND SO, WHEN THE REQUEST WAS MADE TO BUILD A CUBE, IT REFUSED.
"AMONG ITS MYRIAD OTHER FUNCTIONS, THE SUPREME INTELLIGENCE KEPT A WATCHFUL EYE OVER THE COSMOS FOR OTHER TECHNOLOGICAL CIVILIZATIONS THAT MIGHT MAKE A CUBE--
"--AND THUS HIS ATTENTION WAS DRAWN TO THE EARTH WHEN A CUBE WAS BORN!
"I DO NOT KNOW WHAT OTHER STEPS HE TOOK--NOR, FRANKLY, DO I CARE MUCH.
"WHAT I DO KNOW IS, THAT WHEN THE KREE-SKRULL CONFLICT RECENTLY TORE THREE GALAXIES APART--
"--HE IMPLANTED THE KNOWLEDGE OF THE CUBE WITHIN THE EARTHLING RICK JONES, AND THUS KEPT HIM AS A MONITOR ON EARTH VIA A KREE HE WAS BONDED TO NAMED CAPTAIN MAR-VELL!
36

"THAT CONTRACT WAS EVENTUALLY BROKEN--BUT NEVER DID EARTH'S CUBE LEAVE HIS SCRUTINY.
"EVENTUALLY, THE TIME CAME--THE CRUCIAL, NIGHTMARE TIME--
"--AND THE SUPREME INTELLIGENCE SUMMONED ME FROM A WORLD BEYOND WORLDS, AS HE HAD SOUGHT ME OUT AGES AGO--
"AND SET ME OFF IN SEARCH OF MY--KIN.
AND SO I CAME TO EARTH, TO NURTURE THE INFANT CUBE AS I HAD NEVER BEEN NURTURED--SO THAT IT WOULD NOT STRIKE OUT AS I HAD STRUCK OUT.
BUT THIS POWER-CRAZED MADMAN ALMOST RUINED IT FOR YOU--!
NOT SO! I WAS AIDED BY TWO THINGS...
THE FACT THAT THE CUBE HAD FORMED THE AQUARIAN, A BEING OF UTTER PEACE AND DESIRELESSNESS--
--WHO FUNCTIONED AS A NESTING PLACE, REMOVED FROM THE DEMANDS OF HUMANITY.
AND THE FACT THAT BERNARD WORRELL WAS NOT SO MUCH EVIL AS MISMISGUIDED--
--AND THAT HIS HATE AND FEAR WAS ALWAYS TEMPERED WITH DOUBT AND HOPE. HE WAS NOT THE RED SKULL OR THANOS.
BUT NOW THE TIME HAS COME FOR HEALING--AND JOY.
37

COME, TOUCH THE CUBE--IT IS NOW NEARLY DORMANT AGAIN.
AND IN THREE MINDS, THERE IS SOMETHING--NOT A VOICE, EXACTLY--SAYING YOU ARE GOOD. I AM SORRY. NO MORE FEAR.
I GUESS IT MUST BE DIZZYING--NOT HAVING BEEN IN CONTACT WITH THE CUBE BEFORE.
A BIT. YOU KNOW, THIS IS THE FIRST TIME I'VE ACTUALLY ASSISTED IN A CHILDBIRTH!
SO WHAT HAPPENS NOW? DO WE SAY HELLO TO ANOTHER SHAPER OF WORLDS?
I DO NOT KNOW. NOT ALL OF US ATTAIN THE SAME SHAPE AND POWER. ALL I KNOW IS--I SHALL WATCH THE CHILD'S DEVELOPMENT WITH EAGERNESS.
BOOM!
AND SO--FARE-WELL! AND THANK YOU!
YOU KNOW SOMETHING, AQUARIAN?
I HAVE A FEELING THAT THE CUBE'S CHILDHOOD IS GOING TO BE AN INTERESTING ONE.
THE END

MARVEL
CAPTAIN AMERICA
DEATHLOK LIVES!
60¢
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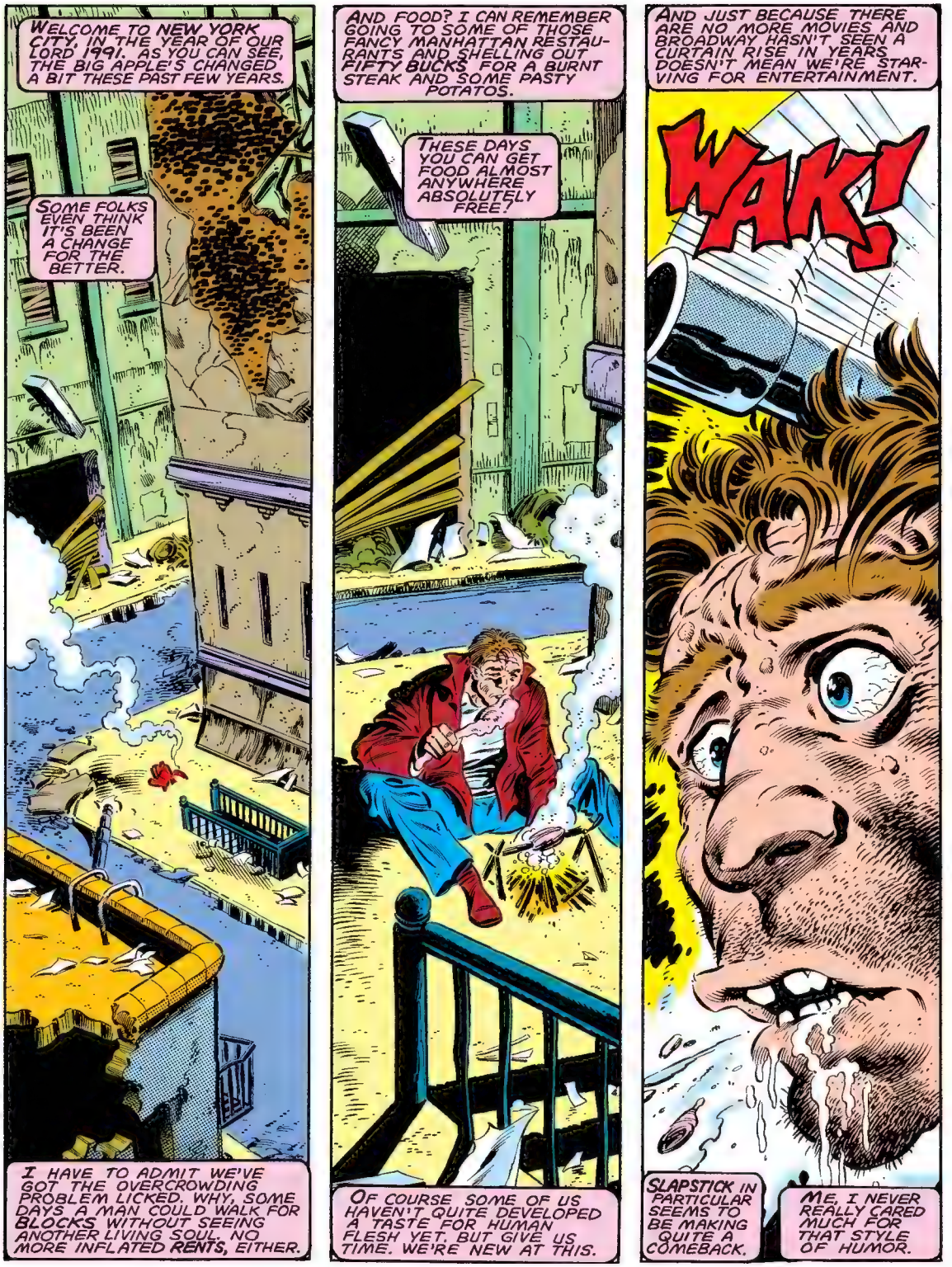
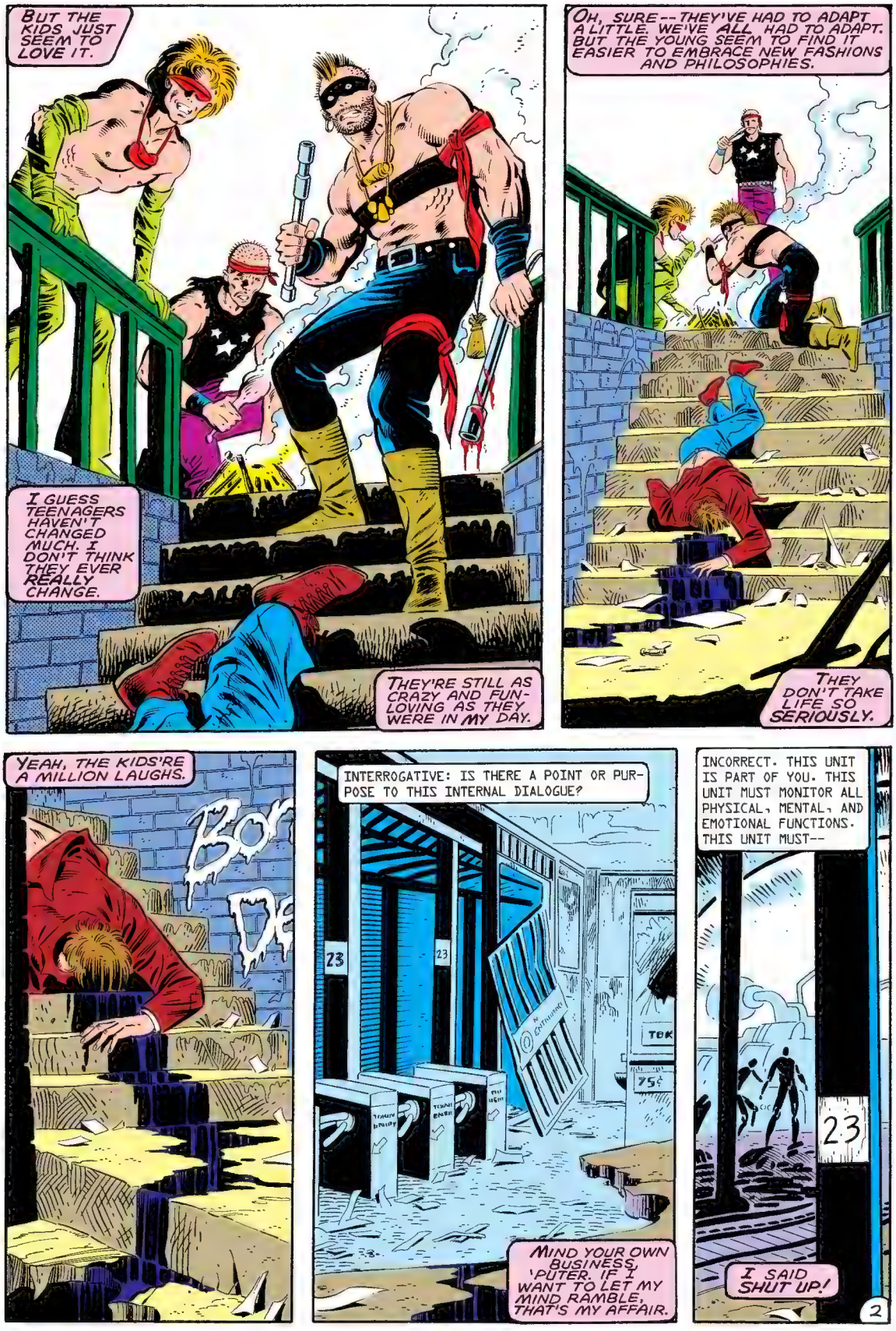

WELCOME TO NEW YORK CITY, IN THE YEAR OF OUR LORD 1991. AS YOU CAN SEE, THE BIG APPLE'S CHANGED A BIT THESE PAST FEW YEARS.
SOME FOLKS EVEN THINK IT'S BEEN A CHANGE FOR THE BETTER.
I HAVE TO ADMIT WE'VE GOT THE OVERCROWDING PROBLEM LICKED. WHY, SOME DAYS A MAN COULD WALK FOR BLOCKS WITHOUT SEEING ANOTHER LIVING SOUL. NO MORE INFLATED RENTS, EITHER.
AND FOOD? I CAN REMEMBER GOING TO SOME OF THOSE FANCY MANHATTAN RESTAURANTS AND SHELLING OUT FIFTY BUCKS FOR A BURNT STEAK AND SOME PASTY POTATOS.
THESE DAYS YOU CAN GET FOOD ALMOST ANYWHERE ABSOLUTELY FREE?
OF COURSE SOME OF US HAVEN'T QUITE DEVELOPED A TASTE FOR HUMAN FLESH YET. BUT GIVE US TIME. WE'RE NEW AT THIS.
AND JUST BECAUSE THERE ARE NO MORE MOVIES AND BROADWAY HASN'T SEEN A CURTAIN RISE IN YEARS DOESN'T MEAN WE'RE STARVING FOR ENTERTAINMENT.
WAK!
SLAPSTICK IN PARTICULAR SEEMS TO BE MAKING QUITE A COMEBACK.
ME, I NEVER REALLY CARED MUCH FOR THAT STYLE OF HUMOR.

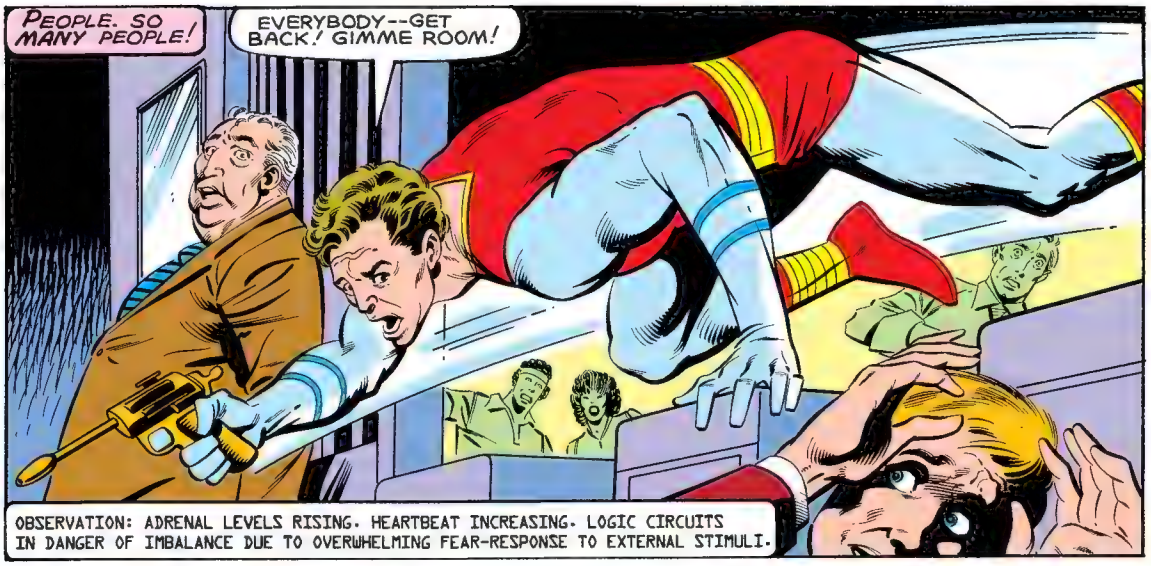

BUT THE KIDS JUST SEEM TO LOVE IT.
I GUESS TEENAGERS HAVEN'T CHANGED MUCH. I DON'T THINK THEY EVER REALLY CHANGE.
THEY'RE STILL AS CRAZY AND FUN-LOVING AS THEY WERE IN MY DAY.
OH, SURE--THEY'VE HAD TO ADAPT A LITTLE. WE'VE ALL HAD TO ADAPT. BUT THE YOUNG SEEM TO FIND IT EASIER TO EMBRACE NEW FASHIONS AND PHILOSOPHIES.
THEY DON'T TAKE LIFE SO SERIOUSLY.
YEAH, THE KIDS'RE A MILLION LAUGHS.
INTERROGATIVE: IS THERE A POINT OR PURPOSE TO THIS INTERNAL DIALOGUE?
MIND YOUR OWN BUSINESS, 'PUTER. IF I WANT TO LET MY MIND RAMBLE, THAT'S MY AFFAIR.
INCORRECT. THIS UNIT IS PART OF YOU. THIS UNIT MUST MONITOR ALL PHYSICAL, MENTAL, AND EMOTIONAL FUNCTIONS. THIS UNIT MUST--
I SAID SHUT UP!
23
TOK
75¢
2

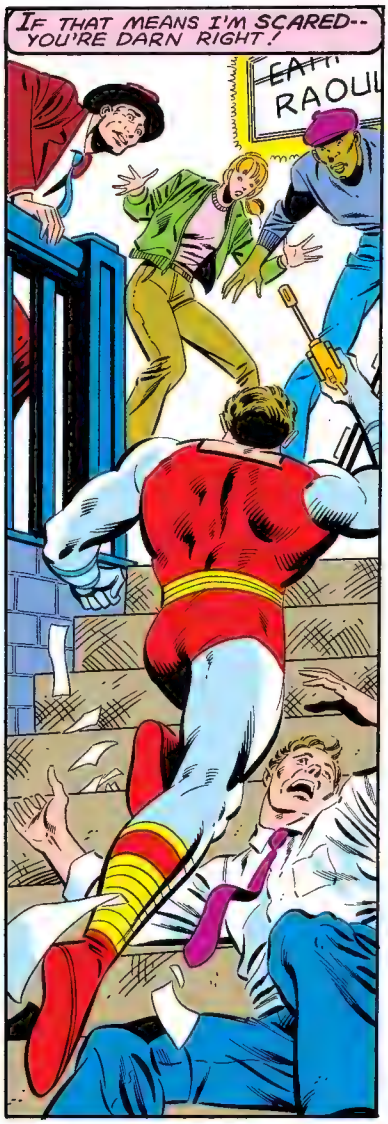
SOMETHING WRONG, MANNING? YOU LOOK AGITATED.
WRONG? UH... NO. I WAS JUST--THINKING.
WELL, I'D APPRECIATE IT IF YOU KEPT YOUR MIND ON THE TASK AT HAND. I DON'T THINK I HAVE TO EMPHASIZE THE IMPORTANCE OF WHAT YOU'RE--
SPARE ME THE LECTURE, GODWULF! YOU'VE GOT YOUR REASONS FOR WANTING TO FIND HIM--AND I'VE GOT MINE.
NOW LET'S DO IT!
MR. MANNING--
--CONSIDER IT DONE!
ALERT: REGISTERING SEVERE TEMPORAL DISPLACEMENT. RECOMMEND IMMEDIATE WITHDRAWAL FROM--
Y'KNOW, FOR A COMPUTER--YOU'RE AWFULLY DUMB SOMETIMES!
OF COURSE YOU'RE REGISTERING SEVERE TEMPORAL DISPLACEMENT! WHAT ELSE DO YOU EXPECT TO REGISTER WHEN A GUY'S GOING BACK--
3

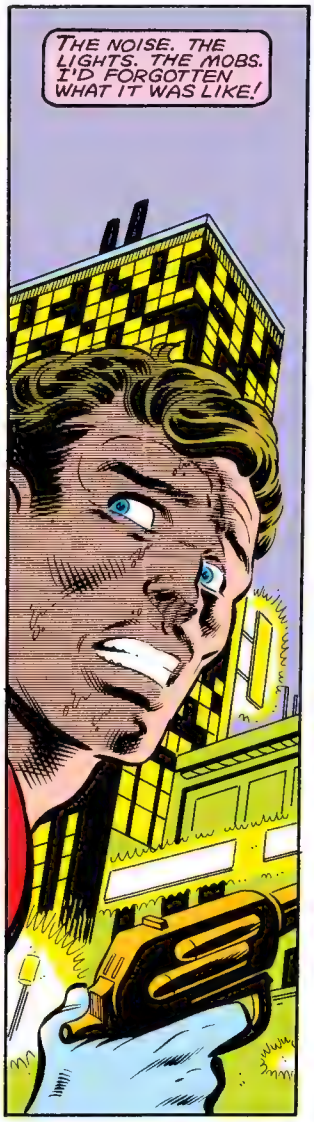
Stan Lee PRESENTS:

ONE MAN IN SEARCH OF...HIMSELF!

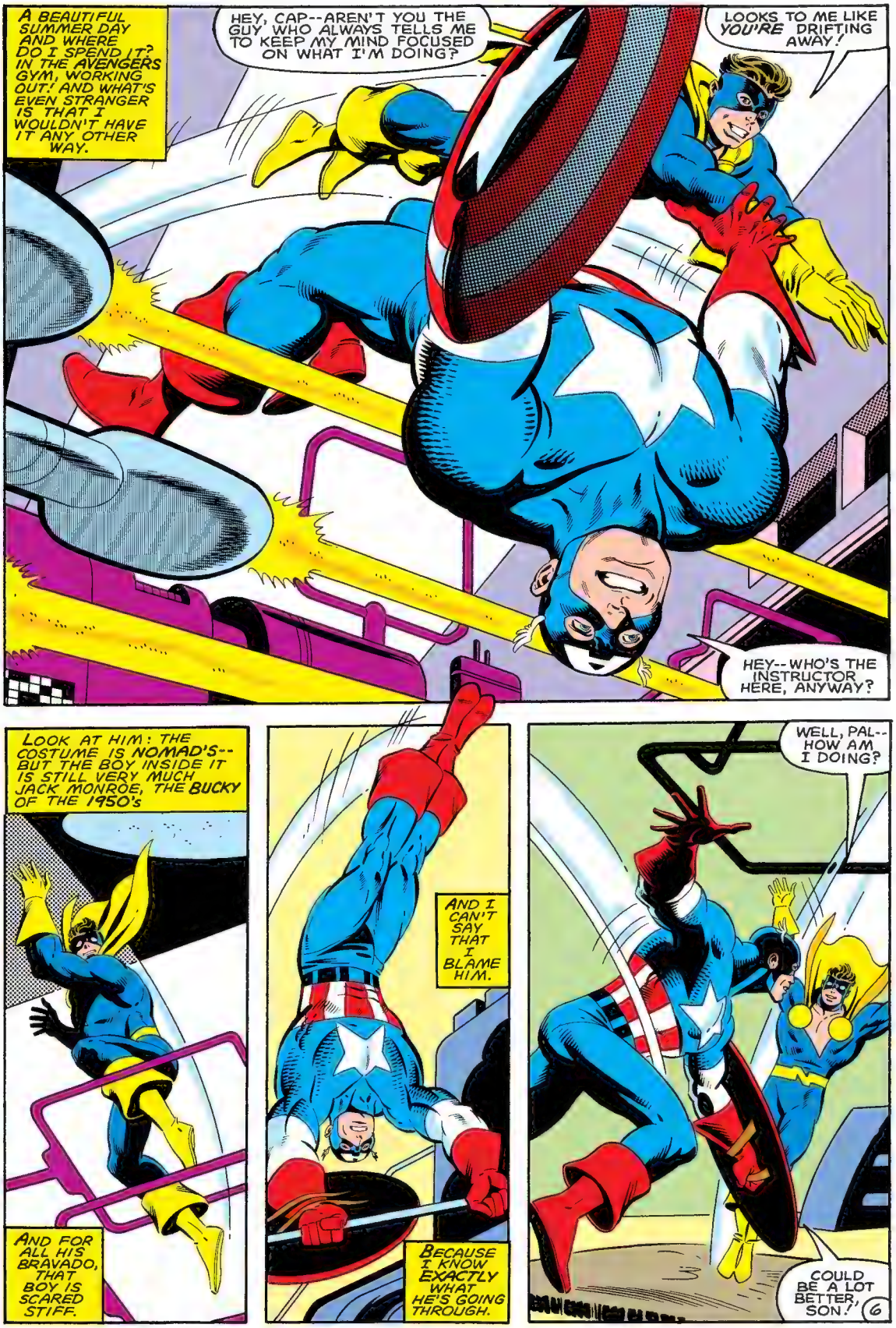
J.M. DeMATTEIS	MIKE ZECK	JOHN BEATTY	DIANA ALBERS	BOB SHAREN	MARK GRUENWALD	JIM SHOOTER
SCRIPTER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	EDITOR IN CHIEF

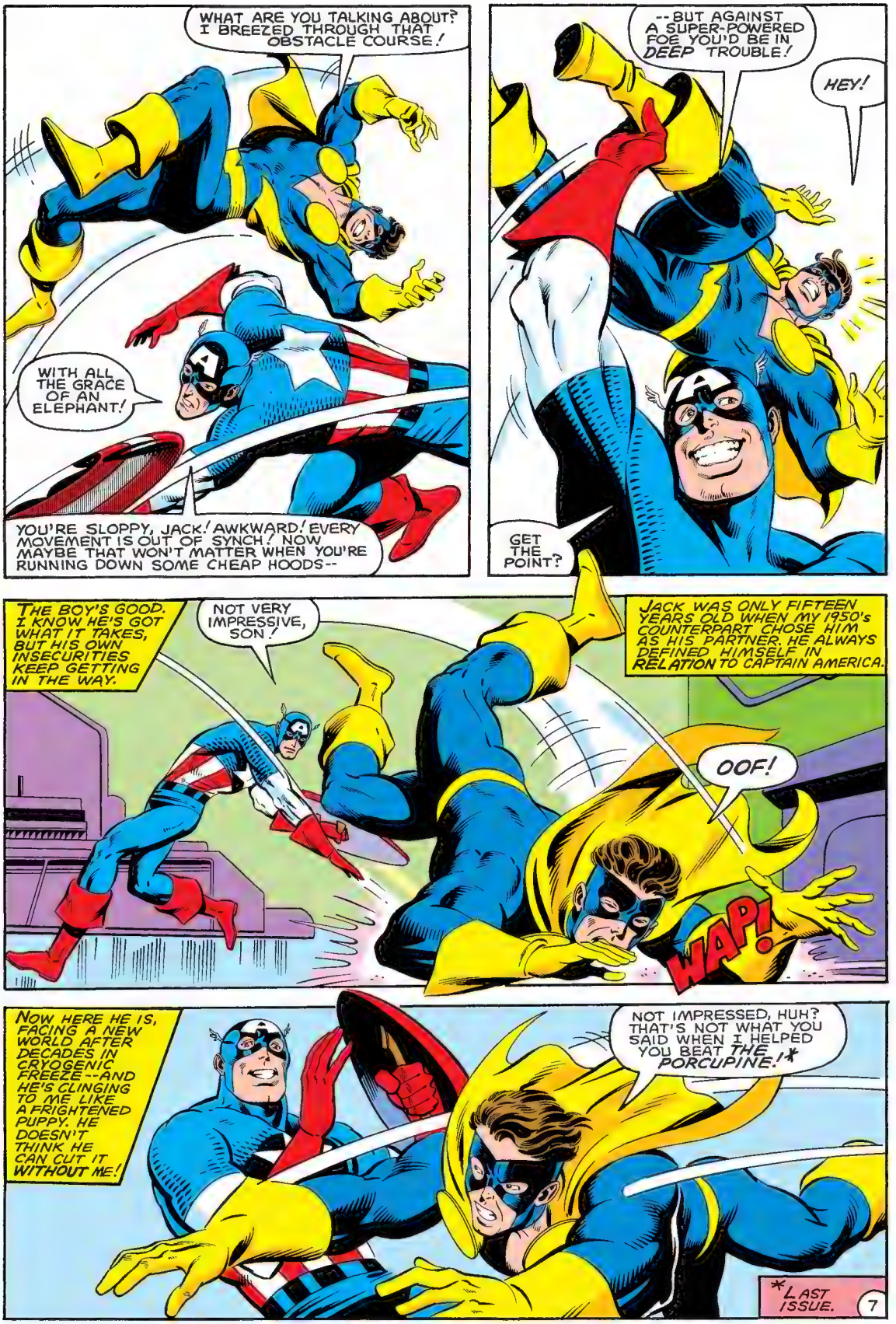

PEOPLE. SO MANY PEOPLE!
EVERYBODY--GET BACK! GIMME ROOM!
OBSERVATION: ADRENAL LEVELS RISING. HEARTBEAT INCREASING. LOGIC CIRCUITS IN DANGER OF IMBALANCE DUE TO OVERWHELMING FEAR-RESPONSE TO EXTERNAL STIMULI.


IF THAT MEANS I'M SCARED--YOU'RE DARN RIGHT!

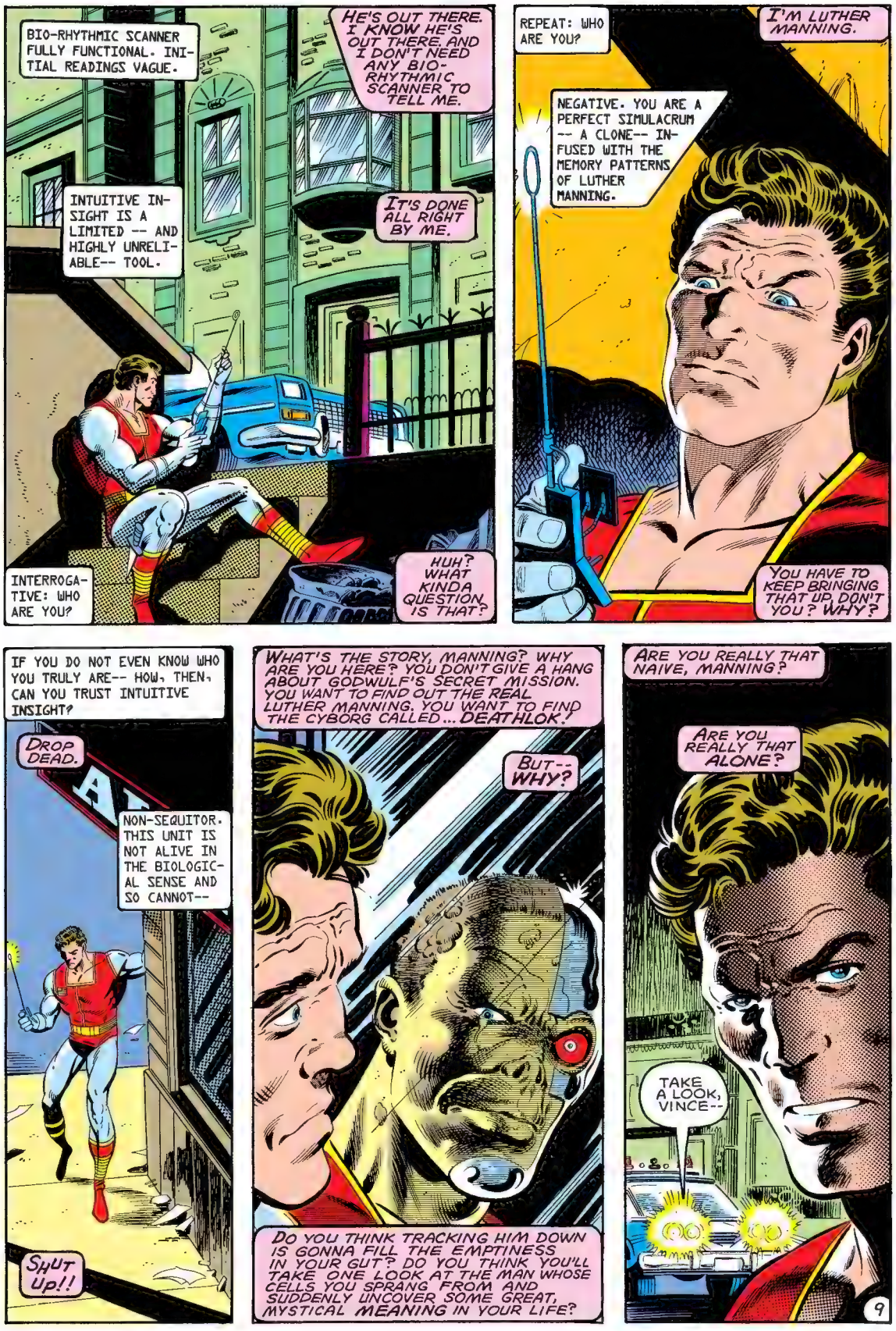

THE NOISE. THE LIGHTS. THE MOBS. I'D FORGOTTEN WHAT IT WAS LIKE!

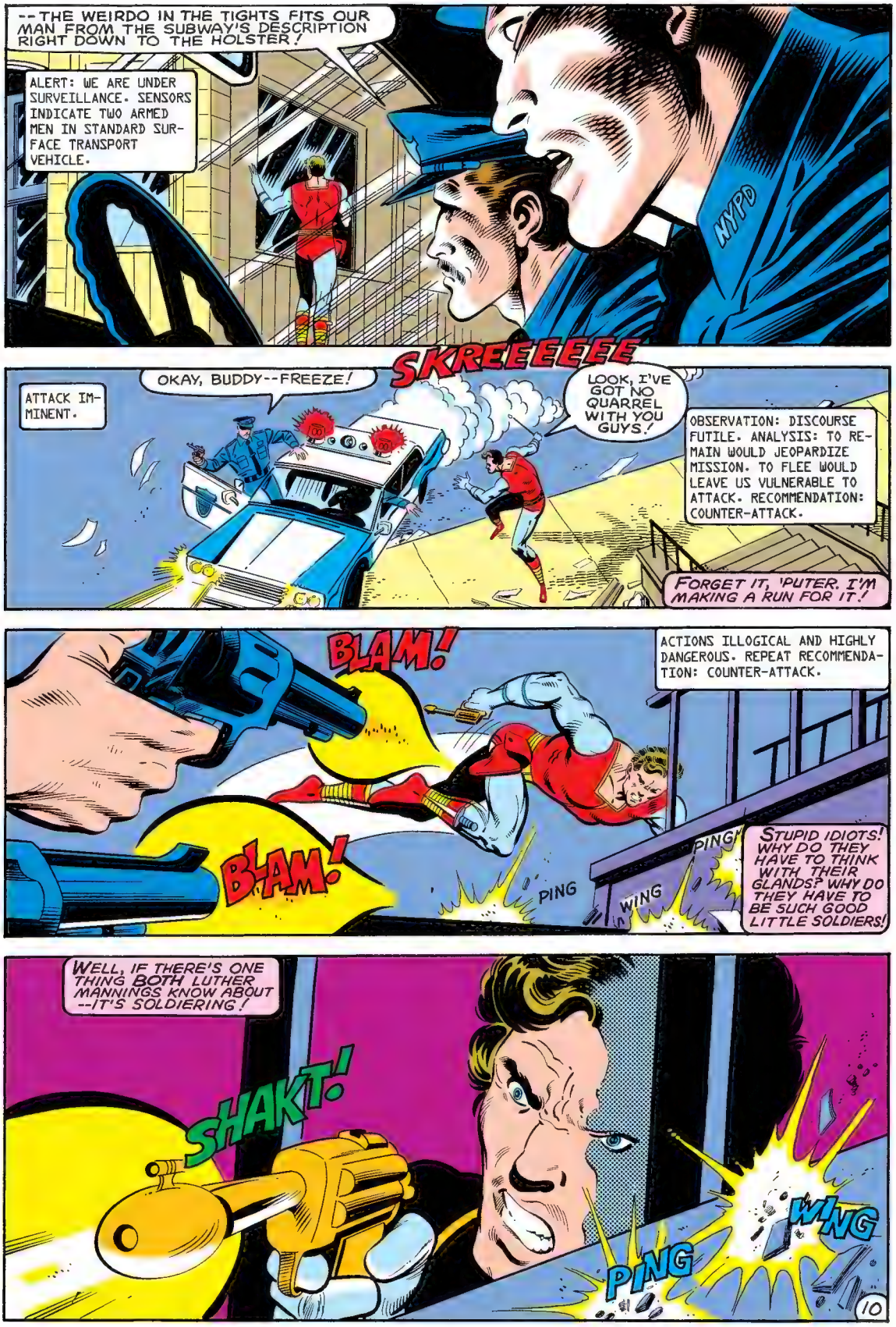
OBSERVATION: WE HAVE NEVER BEFORE BEEN IN THIS TIME PERIOD. ALL THAT WE "REMEMBER" HAS BEEN IMPLANTED BY--
OBSERVATION: IF YOU DON'T CLAM UP, PUTER--I'M GONNA TAKE THIS LASER PISTOL AND BLOW BOTH OUR BRAINS OUT! UNDERSTOOD?
UNDERSTOOD.
5

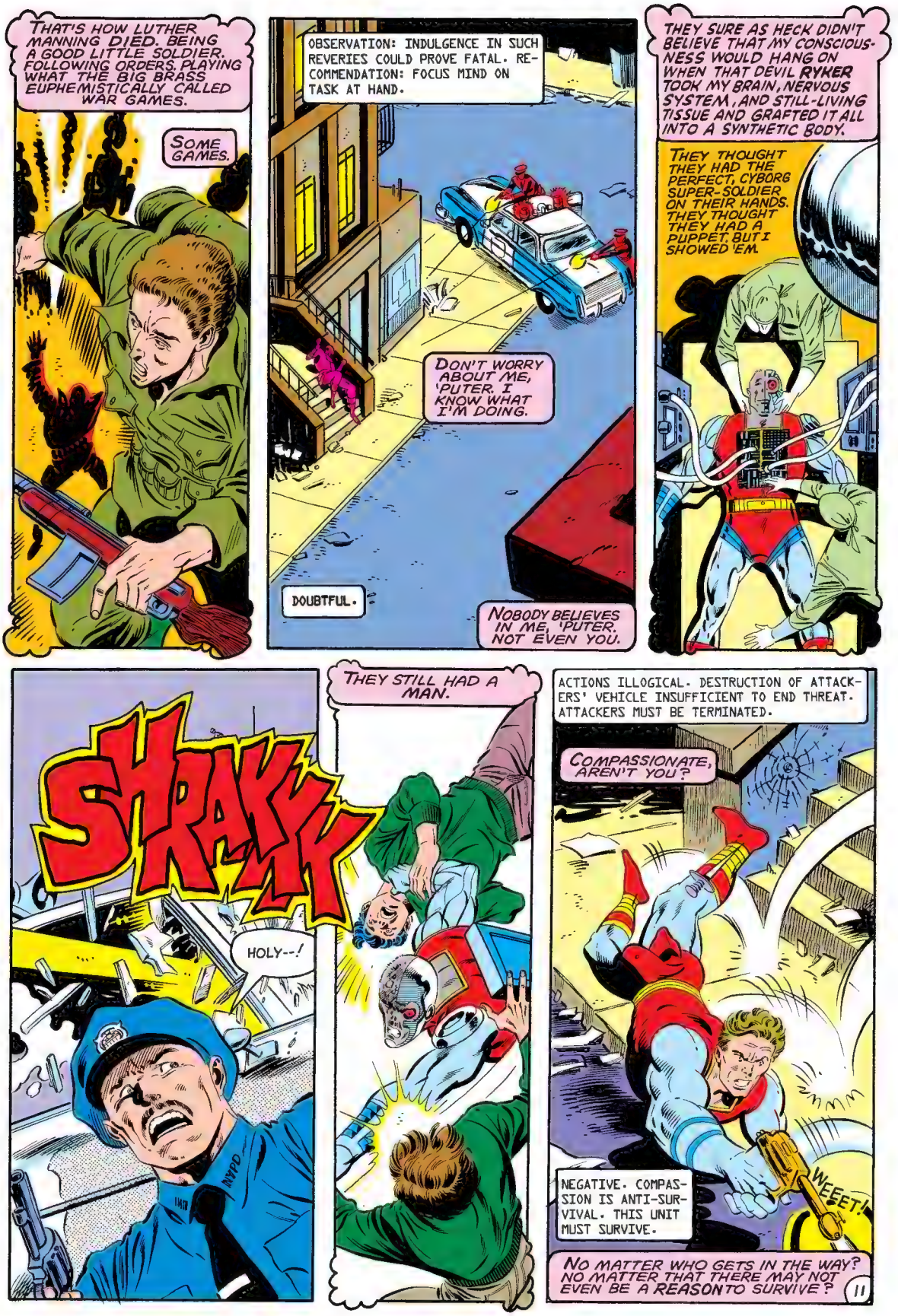

A BEAUTIFUL SUMMER DAY AND WHERE DO I SPEND IT? IN THE AVENGERS GYM, WORKING OUT! AND WHAT'S EVEN STRANGER IS THAT I WOULDN'T HAVE IT ANY OTHER WAY.
HEY, CAP--AREN'T YOU THE GUY WHO ALWAYS TELLS ME TO KEEP MY MIND FOCUSED ON WHAT I'M DOING?
LOOKS TO ME LIKE YOU'RE DRIFTING AWAY!
HEY--WHO'S THE INSTRUCTOR HERE, ANYWAY?
LOOK AT HIM: THE COSTUME IS NOMAD'S--BUT THE BOY INSIDE IT IS STILL VERY MUCH JACK MONROE, THE BUCKY OF THE 1950's
AND FOR ALL HIS BRAVADO, THAT BOY IS SCARED STIFF.
AND I CAN'T SAY THAT I BLAME HIM.
BECAUSE I KNOW EXACTLY WHAT HE'S GOING THROUGH.
WELL, PAL--HOW AM I DOING?
COULD BE A LOT BETTER, SON.'
6

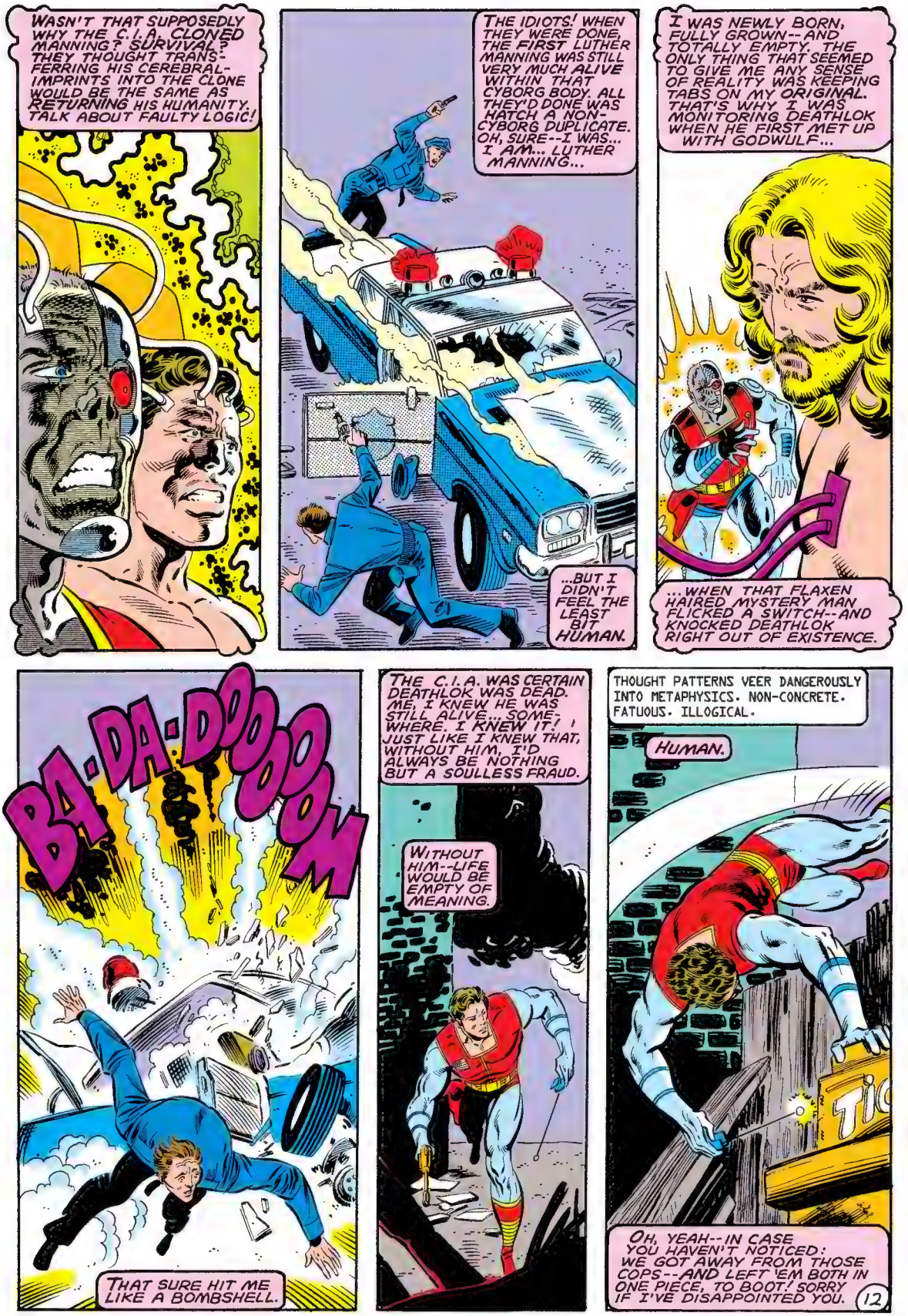

WHAT ARE YOU TALKING ABOUT? I BREEZED THROUGH THAT OBSTACLE COURSE!
WITH ALL THE GRACE OF AN ELEPHANT!
YOU'RE SLOPPY, JACK! AWKWARD! EVERY MOVEMENT IS OUT OF SYNCH! NOW MAYBE THAT WON'T MATTER WHEN YOU'RE RUNNING DOWN SOME CHEAP HOODS--
--BUT AGAINST A SUPER-POWERED FOE YOU'D BE IN DEEP TROUBLE!
HEY!
GET THE POINT?
THE BOY'S GOOD. I KNOW HE'S GOT WHAT IT TAKES, BUT HIS OWN INSECURITIES KEEP GETTING IN THE WAY.
NOT VERY IMPRESSIVE, SON!
JACK WAS ONLY FIFTEEN YEARS OLD WHEN MY 1950's COUNTERPART CHOSE HIM AS HIS PARTNER. HE ALWAYS DEFINED HIMSELF IN RELATION TO CAPTAIN AMERICA.
OOF!
WAP!
NOW HERE HE IS, FACING A NEW WORLD AFTER DECADES IN CRYOGENIC FREEZE--AND HE'S CLINGING TO ME LIKE A FRIGHTENED PUPPY. HE DOESN'T THINK HE CAN CUT IT WITHOUT ME!
NOT IMPRESSED, HUH? THAT'S NOT WHAT YOU SAID WHEN I HELPED YOU BEAT THE PORCUPINE!*
*LAST ISSUE.
7

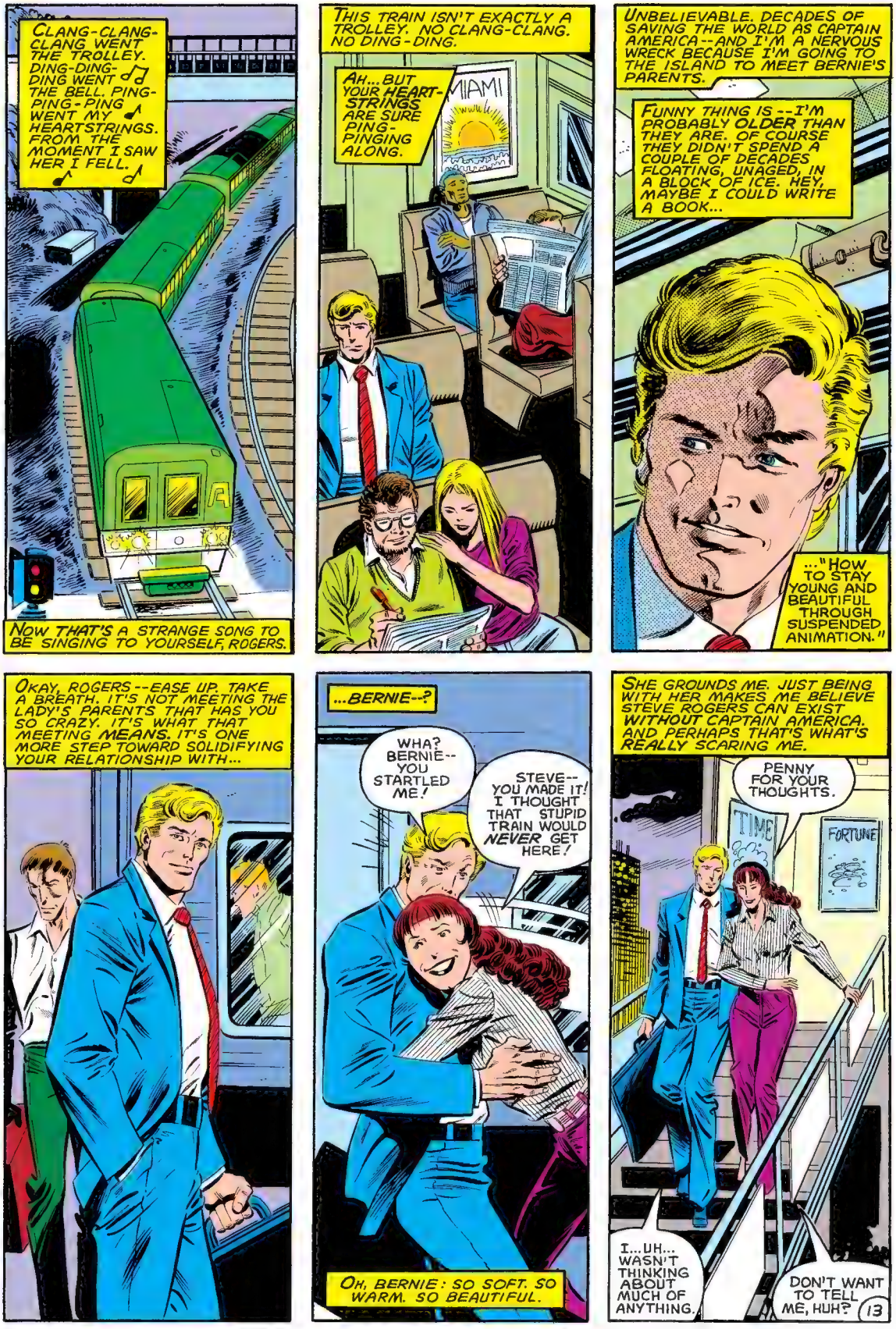
THE ONLY WAY HE'S GOING TO CUT IT IS IF HE CONFRONTS JACK MONROE. HE'S GOT TO LEARN TO TRUST HIMSELF.
KID, IF YOU HELPED ME BEAT THE PORCUPINE-- IT WAS SHEER LUCK!
ALL YOU ARE--ALL YOU'RE EVER GOING TO BE-- IS SOMEBODY'S SIDEKICK! FACE IT: WITHOUT CAPTAIN AMERICA, YOU'RE NOTHING!
DON'T SAY THAT!
IT'S NOT TRUE!
BUTT!
UH... YOU SET ME UP FOR THAT, DIDN'T YOU?
RIIIIGHT.
NOW HELP THE OLD MAN UP, WILL YOU?
IT'LL TAKE TIME--BUT HE'S GOING TO MAKE IT. JUST LIKE I MADE IT.
IS SOMETHING WRONG, CAP? YOU LOOK UPSET...
I'M FINE, JACK. I JUST REMEMBERED THAT I'M RUNNING A LITTLE LATE. I'VE GOT A FOUR O'CLOCK TRAIN TO CATCH.
JUST LIKE I MADE IT? 8


BIO-RHYTHMIC SCANNER FULLY FUNCTIONAL. INITIAL READINGS VAGUE.
HE'S OUT THERE. I KNOW HE'S OUT THERE. AND I DON'T NEED ANY BIO-RHYTHMIC SCANNER TO TELL ME.
INTUITIVE INSIGHT IS A LIMITED -- AND HIGHLY UNRELIABLE-- TOOL.
IT'S DONE ALL RIGHT BY ME.
INTERROGATIVE: WHO ARE YOU?
HUH? WHAT KINDA QUESTION IS THAT?
REPEAT: WHO ARE YOU?
I'M LUTHER MANNING.
NEGATIVE. YOU ARE A PERFECT SIMULACRUM -- A CLONE-- INFUSED WITH THE MEMORY PATTERNS OF LUTHER MANNING.
YOU HAVE TO KEEP BRINGING THAT UP, DON'T YOU? WHY?
IF YOU DO NOT EVEN KNOW WHO YOU TRULY ARE-- HOW, THEN, CAN YOU TRUST INTUITIVE INSIGHT?
DROP DEAD.
NON-SEQUITOR. THIS UNIT IS NOT ALIVE IN THE BIOLOGICAL SENSE AND SO CANNOT--
SHUT UP!!
WHAT'S THE STORY, MANNING? WHY ARE YOU HERE? YOU DON'T GIVE A HANG ABOUT GODWULF'S SECRET MISSION. YOU WANT TO FIND OUT THE REAL LUTHER MANNING. YOU WANT TO FIND THE CYBORG CALLED... DEATHLOK!
BUT-- WHY?
DO YOU THINK TRACKING HIM DOWN IS GONNA FILL THE EMPTINESS IN YOUR GUT? DO YOU THINK YOU'LL TAKE ONE LOOK AT THE MAN WHOSE CELLS YOU SPRANG FROM AND SUDDENLY UNCOVER SOME GREAT, MYSTICAL MEANING IN YOUR LIFE?
ARE YOU REALLY THAT NAIVE, MANNING?
ARE YOU REALLY THAT ALONE?
TAKE A LOOK, VINCE--
9


--THE WEIRDO IN THE TIGHTS FITS OUR MAN FROM THE SUBWAY'S DESCRIPTION RIGHT DOWN TO THE HOLSTER!
ALERT: WE ARE UNDER SURVEILLANCE. SENSORS INDICATE TWO ARMED MEN IN STANDARD SURFACE TRANSPORT VEHICLE.
NYPD
SKREEEEEE
ATTACK IMMINENT.
OKAY, BUDDY--FREEZE!
LOOK, I'VE GOT NO QUARREL WITH YOU GUYS!
OBSERVATION: DISCOURSE FUTILE. ANALYSIS: TO REMAIN WOULD JEOPARDIZE MISSION. TO FLEE WOULD LEAVE US VULNERABLE TO ATTACK. RECOMMENDATION: COUNTER-ATTACK.
FORGET IT, 'PUTER. I'M MAKING A RUN FOR IT!
BLAM!
B'AM!
PING
WING
PING
ACTIONS ILLOGICAL AND HIGHLY DANGEROUS. REPEAT RECOMMENDATION: COUNTER-ATTACK.
STUPID IDIOTS! WHY DO THEY HAVE TO THINK WITH THEIR GLANDS? WHY DO THEY HAVE TO BE SUCH GOOD LITTLE SOLDIERS!
WELL, IF THERE'S ONE THING BOTH LUTHER MANNINGS KNOW ABOUT --IT'S SOLDIERING!
SHAKT!
WING
PING
10

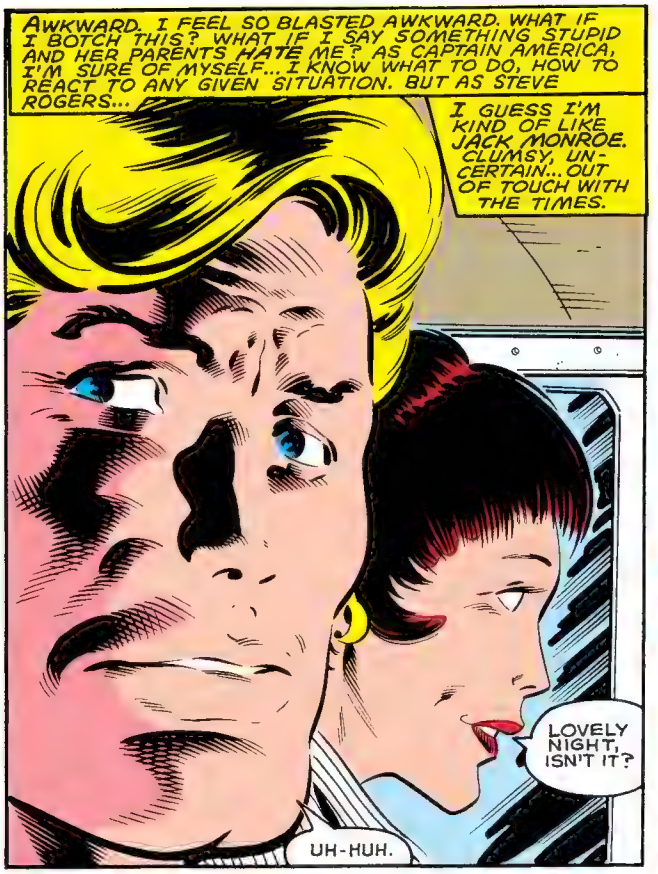

THAT'S HOW LUTHER MANNING DIED. BEING A GOOD LITTLE SOLDIER. FOLLOWING ORDERS. PLAYING WHAT THE BIG BRASS EUPHEMISTICALLY CALLED WAR GAMES.
SOME GAMES.
OBSERVATION: INDULGENCE IN SUCH REVERIES COULD PROVE FATAL. RECOMMENDATION: FOCUS MIND ON TASK AT HAND.
DON'T WORRY ABOUT ME, 'PUTER. I KNOW WHAT I'M DOING.
DOUBTFUL.
NOBODY BELIEVES IN ME, 'PUTER. NOT EVEN YOU.
THEY SURE AS HECK DIDN'T BELIEVE THAT MY CONSCIOUSNESS WOULD HANG ON WHEN THAT DEVIL RYKER TOOK MY BRAIN, NERVOUS SYSTEM, AND STILL-LIVING TISSUE AND GRAFTED IT ALL INTO A SYNTHETIC BODY.
THEY THOUGHT THEY HAD THE PERFECT, CYBORG SUPER-SOLDIER ON THEIR HANDS. THEY THOUGHT THEY HAD A PUPPET. BUT I SHOWED 'EM.
SHRAKK-ZZK
HOLY--!
NYPD
THEY STILL HAD A MAN.
ACTIONS ILLOGICAL. DESTRUCTION OF ATTACKERS' VEHICLE INSUFFICIENT TO END THREAT. ATTACKERS MUST BE TERMINATED.
COMPASSIONATE, AREN'T YOU?
NEGATIVE. COMPASSION IS ANTI-SURVIVAL. THIS UNIT MUST SURVIVE.
WEEEET!
NO MATTER WHO GETS IN THE WAY? NO MATTER THAT THERE MAY NOT EVEN BE A REASON TO SURVIVE?
11


WASN'T THAT SUPPOSEDLY WHY THE C.I.A. CLONED MANNING? SURVIVAL? THEY THOUGHT TRANSFERRING HIS CEREBRAL-IMPRINTS INTO THE CLONE WOULD BE THE SAME AS RETURNING HIS HUMANITY. TALK ABOUT FAULTY LOGIC!
THE IDIOTS! WHEN THEY WERE DONE, THE FIRST LUTHER MANNING WAS STILL VERY MUCH ALIVE WITHIN THAT CYBORG BODY. ALL THEY'D DONE WAS HATCH A NON-CYBORG DUPLICATE. OH, SURE--I WAS.. I AM... LUTHER MANNING...
...BUT I DIDN'T FEEL THE LEAST BIT HUMAN.
I WAS NEWLY BORN, FULLY GROWN--AND TOTALLY EMPTY. THE ONLY THING THAT SEEMED TO GIVE ME ANY SENSE OF REALITY WAS KEEPING TABS ON MY ORIGINAL. THAT'S WHY I WAS MONITORING DEATHLOK WHEN HE FIRST MET UP WITH GODWULF...
...WHEN THAT FLAXEN HAIRED MYSTERY MAN FLICKED A SWITCH--AND KNOCKED DEATHLOK RIGHT OUT OF EXISTENCE.
BA-DA-DOOOOM
THAT SURE HIT ME LIKE A BOMBSHELL.
THE C.I.A. WAS CERTAIN DEATHLOK WAS DEAD. ME, I KNEW HE WAS STILL ALIVE...SOMEWHERE. I KNEW IT! I JUST LIKE I KNEW THAT, WITHOUT HIM, I'D ALWAYS BE NOTHING BUT A SOULLESS FRAUD.
WITHOUT HIM--LIFE WOULD BE EMPTY OF MEANING.
THOUGHT PATTERNS VEER DANGEROUSLY INTO METAPHYSICS. NON-CONCRETE. FATUOUS. ILLOGICAL.
HUMAN.
OH, YEAH--IN CASE YOU HAVEN'T NOTICED: WE GOT AWAY FROM THOSE COPS--AND LEFT 'EM BOTH IN ONE PIECE, TO BOOT! SORRY IF I'VE DISAPPOINTED YOU.
12

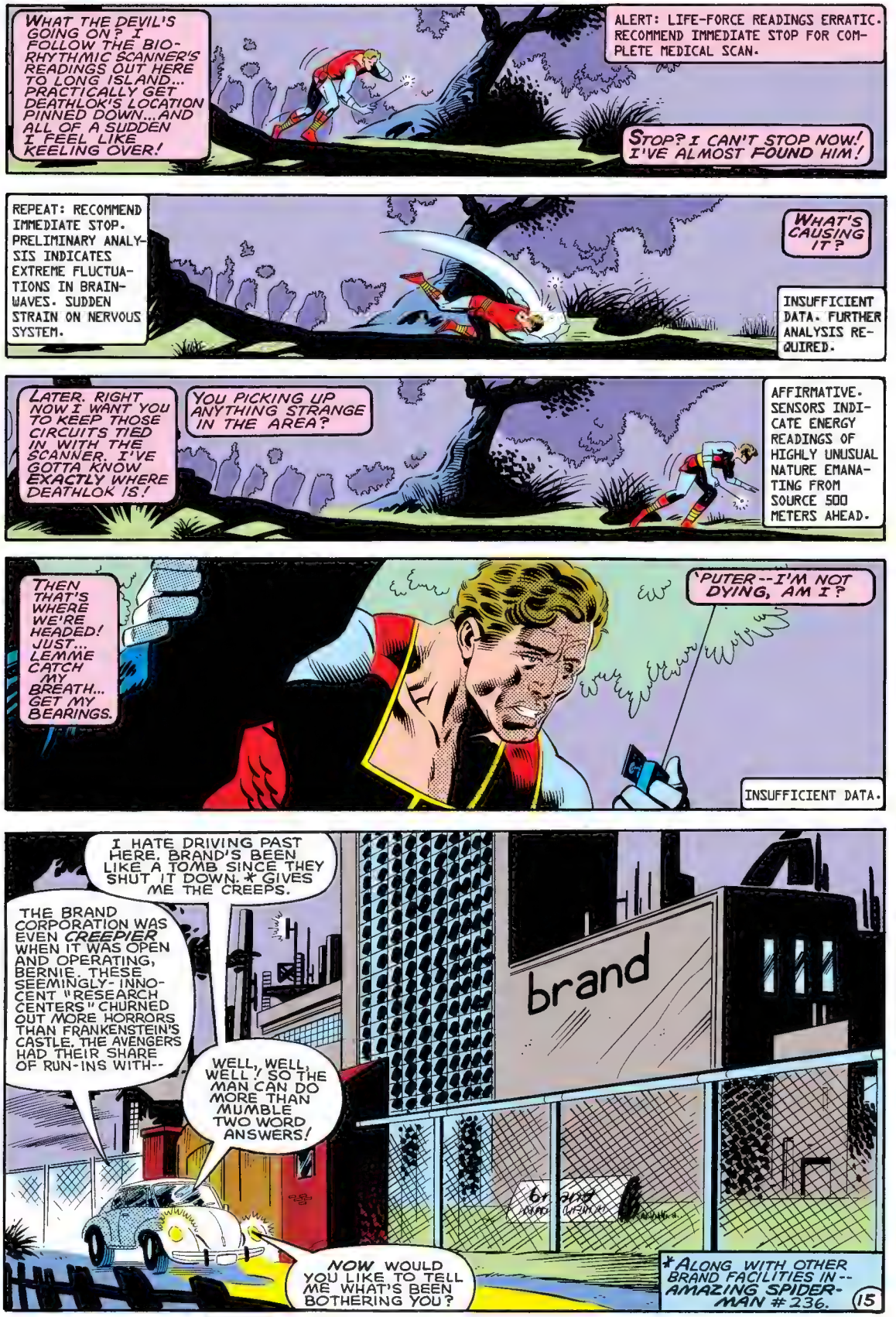

CLANG-CLANG-CLANG WENT THE TROLLEY. DING-DING-DING WENT THE BELL. PING-PING-PING WENT MY HEARTSTRINGS. FROM THE MOMENT I SAW HER I FELL.
NOW THAT'S A STRANGE SONG TO BE SINGING TO YOURSELF, ROGERS.
THIS TRAIN ISN'T EXACTLY A TROLLEY. NO CLANG-CLANG. NO DING-DING.
AH... BUT YOUR HEART-STRINGS ARE SURE PING-PINGING ALONG.
MIAMI
UNBELIEVABLE. DECADES OF SAVING THE WORLD AS CAPTAIN AMERICA--AND I'M A NERVOUS WRECK BECAUSE I'M GOING TO THE ISLAND TO MEET BERNIE'S PARENTS.
FUNNY THING IS--I'M PROBABLY OLDER THAN THEY ARE. OF COURSE THEY DIDN'T SPEND A COUPLE OF DECADES FLOATING, UNAGED, IN A BLOCK OF ICE. HEY, MAYBE I COULD WRITE A BOOK...
..."HOW TO STAY YOUNG AND BEAUTIFUL THROUGH SUSPENDED ANIMATION."
OKAY, ROGERS--EASE UP. TAKE A BREATH. IT'S NOT MEETING THE LADY'S PARENTS THAT HAS YOU SO CRAZY. IT'S WHAT THAT MEETING MEANS. IT'S ONE MORE STEP TOWARD SOLIDIFYING YOUR RELATIONSHIP WITH...
...BERNIE--?
WHA? BERNIE--YOU STARTLED ME!
STEVE--YOU MADE IT! I THOUGHT THAT STUPID TRAIN WOULD NEVER GET HERE!
OH, BERNIE: SO SOFT. SO WARM. SO BEAUTIFUL.
SHE GROUNDS ME. JUST BEING WITH HER MAKES ME BELIEVE STEVE ROGERS CAN EXIST WITHOUT CAPTAIN AMERICA. AND PERHAPS THAT'S WHAT'S REALLY SCARING ME.
PENNY FOR YOUR THOUGHTS.
TIME
FORTUNE
I...UH... WASN'T THINKING ABOUT MUCH OF ANYTHING.
DON'T WANT TO TELL ME, HUH?
13

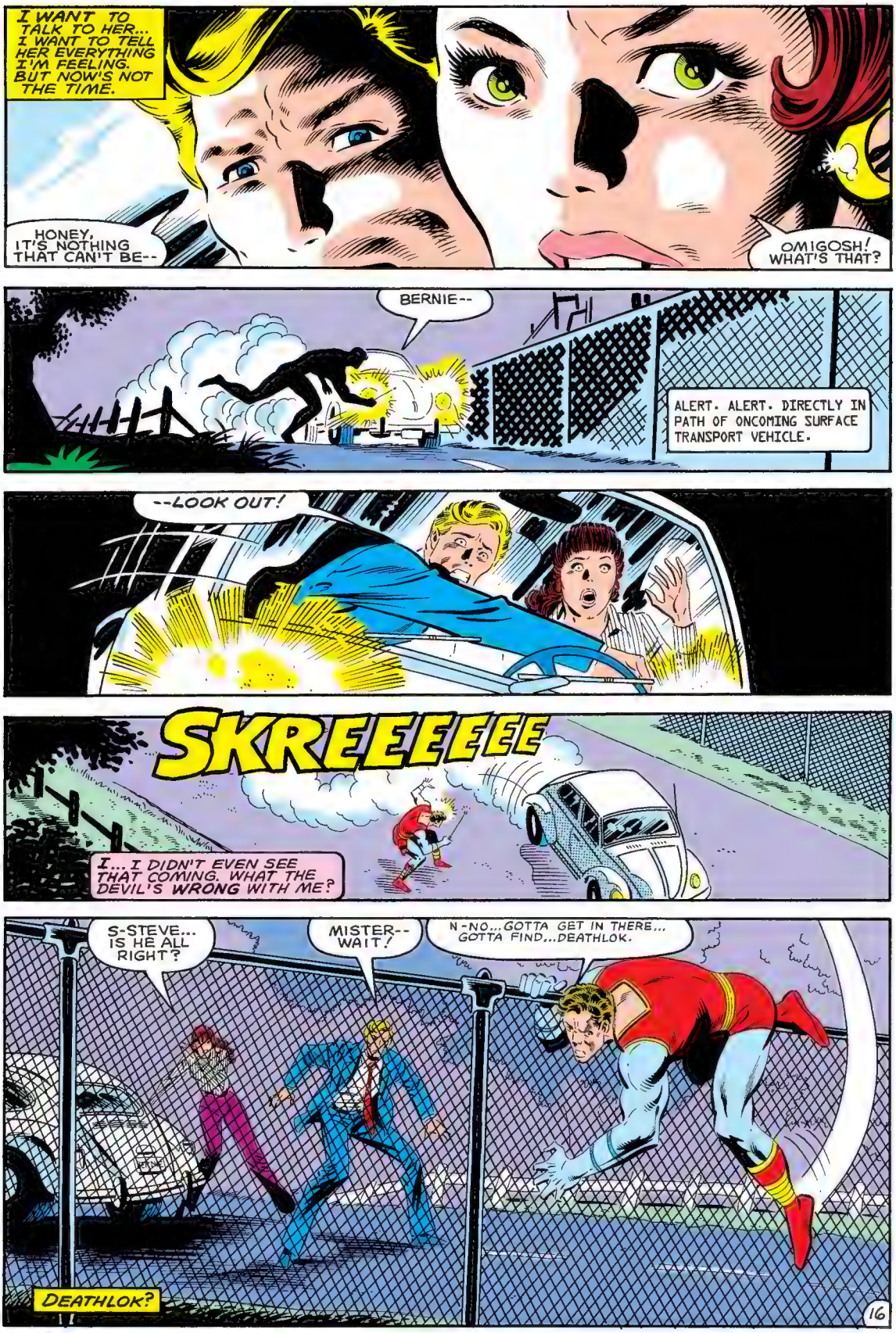
SHE KNOWS ME SO WELL. SOMETIMES I THINK SHE KNOWS ME BETTER THAN I KNOW ME.
YOU'RE REALLY UPTIGHT ABOUT THIS, AREN'T YOU? BELIEVE ME, STEVE: MOM 'N' DAD DON'T BITE.
I JUST WANT TO MAKE A GOOD IMPRESSION.
YOU DON'T KNOW HOW TO MAKE ANY OTHER KIND.
Bernie

Y'KNOW, EVERYONE'S SO EXCITED ABOUT THIS DINNER. DAD'S PULLED OUT HIS BEST SUIT. MOM'S BEEN COOKING FOR TWO DAYS. MY SISTER JEANNIE EVEN CLEANED HER ROOM!
IS THAT UNUSUAL?
FOR JEANNIE? VERY.

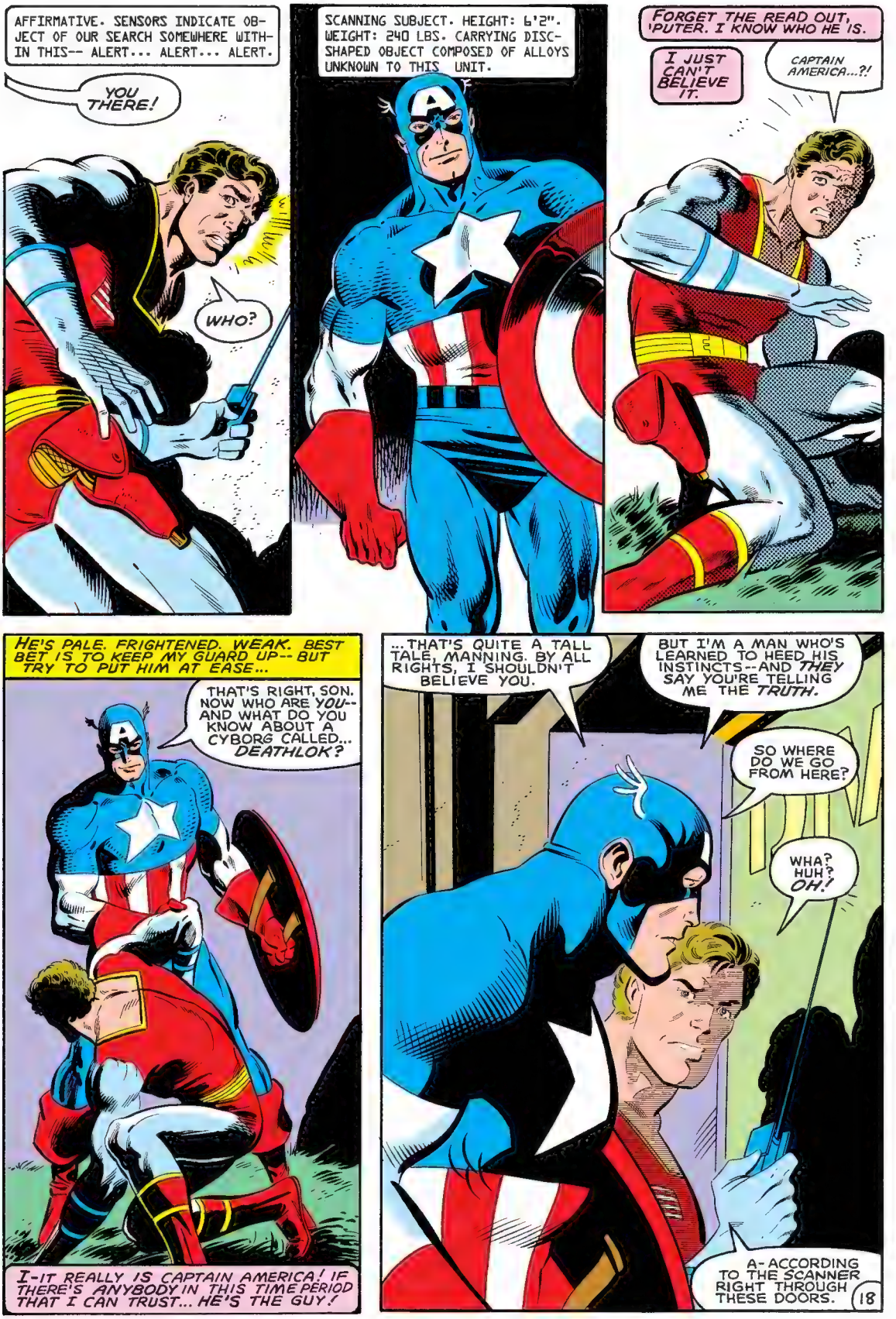

AWKWARD. I FEEL SO BLASTED AWKWARD. WHAT IF I BOTCH THIS? WHAT IF I SAY SOMETHING STUPID AND HER PARENTS HATE ME? AS CAPTAIN AMERICA, I'M SURE OF MYSELF... I KNOW WHAT TO DO, HOW TO REACT TO ANY GIVEN SITUATION. BUT AS STEVE ROGERS...
I GUESS I'M KIND OF LIKE JACK MONROE. CLUMSY, UNCERTAIN... OUT OF TOUCH WITH THE TIMES.
LOVELY NIGHT, ISN'T IT?
UH-HUH.

IN MY OWN WAY I NEED CAPTAIN AMERICA AS MUCH AS JACK DOES. HE GIVES MY LIFE SHAPE, FOCUS, MEANING. FOR A LOT OF YEARS I WAS A BLANK SLATE WITHOUT HIM.
BUT THAT'S NOT TRUE ANYMORE. STEVE ROGERS HAS FRIENDS. A PROFESSION. A WOMAN WHO LOVES HIM. A LIFE. HE'S HIS OWN MAN AT LAST.
IT'S QUITE A CHANGE FROM THE HEIGHTS OUT HERE, DON'T YOU THINK? SO QUIET. SO CLEAN.
NEXT
SO SAFE.
ISN'T HE?
14


WHAT THE DEVIL'S GOING ON? I FOLLOW THE BIO-RHYTHMIC SCANNER'S READINGS OUT HERE TO LONG ISLAND... PRACTICALLY GET DEATHLOK'S LOCATION PINNED DOWN...AND ALL OF A SUDDEN I FEEL LIKE KEELING OVER!
ALERT: LIFE-FORCE READINGS ERRATIC. RECOMMEND IMMEDIATE STOP FOR COMPLETE MEDICAL SCAN.
STOP? I CAN'T STOP NOW! I'VE ALMOST FOUND HIM!
REPEAT: RECOMMEND IMMEDIATE STOP. PRELIMINARY ANALYSIS INDICATES EXTREME FLUCTUATIONS IN BRAIN-WAVES. SUDDEN STRAIN ON NERVOUS SYSTEM.
WHAT'S CAUSING IT?
INSUFFICIENT DATA. FURTHER ANALYSIS REQUIRED.
LATER. RIGHT NOW I WANT YOU TO KEEP THOSE CIRCUITS TIED IN WITH THE SCANNER. I'VE GOTTA KNOW EXACTLY WHERE DEATHLOK IS!
YOU PICKING UP ANYTHING STRANGE IN THE AREA?
AFFIRMATIVE. SENSORS INDICATE ENERGY READINGS OF HIGHLY UNUSUAL NATURE EMANATING FROM SOURCE 500 METERS AHEAD.
THEN THAT'S WHERE WE'RE HEADED! JUST... LEMME CATCH MY BREATH... GET MY BEARINGS.
'PUTER--I'M NOT DYING, AM I?
INSUFFICIENT DATA.
I HATE DRIVING PAST HERE. BRAND'S BEEN LIKE A TOMB SINCE THEY SHUT IT DOWN.* GIVES ME THE CREEPS.
THE BRAND CORPORATION WAS EVEN CREEPIER WHEN IT WAS OPEN AND OPERATING, BERNIE. THESE SEEMINGLY-INNOCENT "RESEARCH CENTERS" CHURNED OUT MORE HORRORS THAN FRANKENSTEIN'S CASTLE. THE AVENGERS HAD THEIR SHARE OF RUN-INS WITH--
WELL, WELL, WELL! SO THE MAN CAN DO MORE THAN MUMBLE TWO WORD ANSWERS!
NOW WOULD YOU LIKE TO TELL ME WHAT'S BEEN BOTHERING YOU?
brand
*ALONG WITH OTHER BRAND FACILITIES IN-- AMAZING SPIDER-MAN #236.
15


I WANT TO TALK TO HER... I WANT TO TELL HER EVERYTHING I'M FEELING. BUT NOW'S NOT THE TIME.
HONEY, IT'S NOTHING THAT CAN'T BE--
OMIGOSH! WHAT'S THAT?
BERNIE--
ALERT. ALERT. DIRECTLY IN PATH OF ONCOMING SURFACE TRANSPORT VEHICLE.
--LOOK OUT!
SKREEEEEE
I... I DIDN'T EVEN SEE THAT COMING. WHAT THE DEVIL'S WRONG WITH ME?
S-STEVE... IS HE ALL RIGHT?
MISTER-- WAIT!
N-NO... GOTTA GET IN THERE... GOTTA FIND... DEATHLOK.
DEATHLOK?
16

COULD HE MEAN THE DEATHLOK CYBORG REED RICHARDS TOLD ME ABOUT? HERE AT BRAND?
H-HE'S PROBABLY SOME LOCAL CRAZY WHO HANGS OUT IN THE ABANDONED BUILDINGS. IF YOU'RE WORRIED, WE CAN CALL THE POLICE OR--
NO POLICE.
BERNIE, LISTEN: THESE AREN'T JUST ANY ABANDONED BUILDINGS... THIS IS THE BRAND CORPORATION. IF THEY'RE SOMEHOW STILL OPERATING...IF THEY'VE GOT THEIR HANDS ON THE DEATHLOK CYBORG--
THEN CALL THE AVENGERS...OR THE FANTASTIC FOUR... OR SOMEBODY!
CAN'T YOU SEE? I HAVE TO LOOK INTO THIS MYSELF!
YOU GO ON TO YOUR FOLKS' PLACE. I PROMISE YOU I'LL BE THERE BY MORNING AT THE LATEST!
MORNING? AND WHAT AM I SUPPOSED TO TELL MY FAMILY?
I'M DOING IT TO HER AGAIN.
PRELIMINARY SCAN OF DATA BANKS COMPLETE. BRAND CORPORATION WAS A SUBSIDIARY OF THE ROXXON OIL CONGLOMERATE. UNDER GUISE OF ENERGY RESEARCH, BRAND INDULGED IN MANY COVERT--
BRAND? OF COURSE! HARLAN RYKER-- THAT BUM WHO TURNED LUTHER MANNING INTO DEATHLOK--USED TO WORK FOR THESE SLIMEHOLES! I--
HEY! SCANNER'S LIGHTING UP LIKE A CHRISTMAS TREE. I THINK WE'VE HIT PAYDIRT!
17

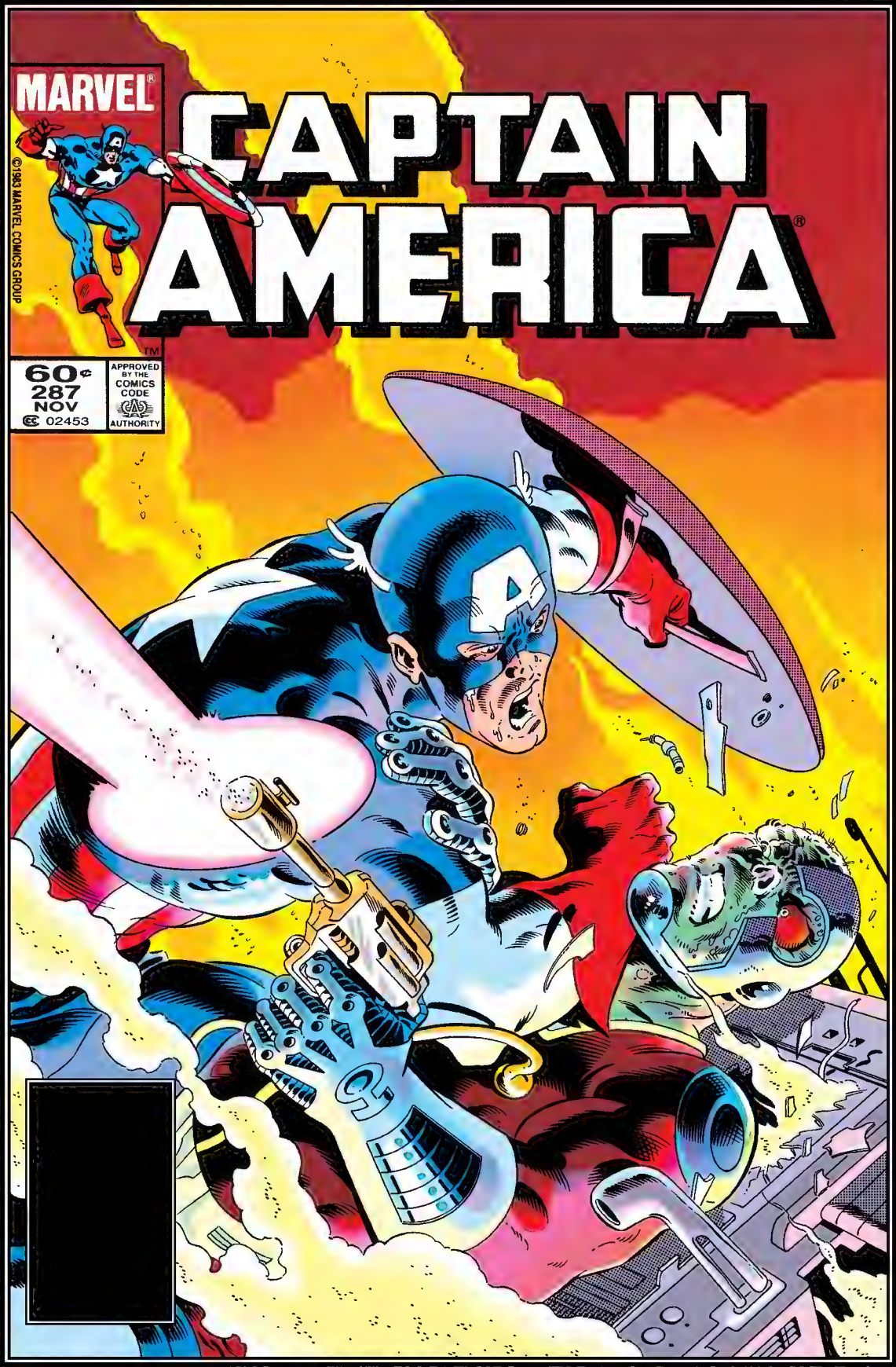

AFFIRMATIVE. SENSORS INDICATE OBJECT OF OUR SEARCH SOMEWHERE WITHIN THIS-- ALERT... ALERT... ALERT.
YOU THERE!
WHO?
SCANNING SUBJECT. HEIGHT: 6'2". WEIGHT: 240 LBS. CARRYING DISC-SHAPED OBJECT COMPOSED OF ALLOYS UNKNOWN TO THIS UNIT.
FORGET THE READ OUT, 'PUTER. I KNOW WHO HE IS.
I JUST CAN'T BELIEVE IT.
CAPTAIN AMERICA...?!
HE'S PALE. FRIGHTENED. WEAK. BEST BET IS TO KEEP MY GUARD UP-- BUT TRY TO PUT HIM AT EASE...
THAT'S RIGHT, SON. NOW WHO ARE YOU-- AND WHAT DO YOU KNOW ABOUT A CYBORG CALLED... DEATHLOK?
I-IT REALLY IS CAPTAIN AMERICA! IF THERE'S ANYBODY IN THIS TIME PERIOD THAT I CAN TRUST... HE'S THE GUY!
...THAT'S QUITE A TALL TALE, MANNING. BY ALL RIGHTS, I SHOULDN'T BELIEVE YOU.
BUT I'M A MAN WHO'S LEARNED TO HEED HIS INSTINCTS--AND THEY SAY YOU'RE TELLING ME THE TRUTH.
SO WHERE DO WE GO FROM HERE?
WHA? HUH? OH!
A-ACCORDING TO THE SCANNER RIGHT THROUGH THESE DOORS.
18

SHRAK
WOW.
FUNNY. HERE I AM IN A SITUATION THAT WOULD HAVE ANY NORMAL PERSON SCARED WITLESS. I COULD BE WALKING INTO A DEATH-TRAP. THE MAN BESIDE ME COULD BE A DEADLY ENEMY. YET I FEEL SAFE... SECURE... FOR THE FIRST TIME TONIGHT.
SECURE--IN THE HEART OF DANGER? I WOULDN'T INSPECT THAT THOUGHT TOO CLOSELY, CAP.
YOU ALL RIGHT, MANNING?
HUH? YEAH. I GUESS.
YOU'VE GOTTA UNDERSTAND...SEEING YOU HAS KINDA THROWN ME. Y'SEE, IN THE 1990s THERE AREN'T ANY SUPERHUMANS LEFT, LET ALONE--
WHAT DID YOU SAY?
WARNING: SENSOR SWEEP INDICATES APPROACH OF EIGHT UNIDENTIFIED ENTITIES. ARMED.
HANG ON, CAP. I THINK WE'VE GOT TROUBLE!
YES. I BELIEVE WE DO.
19

ZEET!
ZEET!
ZEET!
DOWN, MANNING!
DON'T WORRY ABOUT ME, MISTER! I CAN TAKE CARE OF MYSELF!
INCORRECT. CURSORY MEDICAL SCAN INDICATES LIFE-FORCE READINGS STILL ERRATIC. STRAIN ON NERVOUS SYSTEM INCREASING.
ZEEET!
HOW MANY TIMES DO I HAVE TO TELL YOU TO SHUT UP, 'PUTER?
GEEZ! WILL YOU LOOK AT CAP GO? THE LEGENDS DON'T DO HIM JUSTICE!
THIS ATTACK CERTAINLY ANSWERS MY QUESTIONS ABOUT BRAND! THEY'RE STILL VERY MUCH ALIVE AND KICKING.
20

I THINK IT'S TIME TO...
...KICK BACK!
GENETIC
KRAK
SOURCE OF UNUSUAL ENERGY READINGS LOCATED. GENETIC RESEARCH LABORATORY. COMPLETE ANALYSIS OF INCOMING DATA FORTHCOMING.
BUT WHAT ABOUT DEATHLOK, 'PUTER?
HE IS HERE.
WHERE? WHERE IS DEATHLOK?!
I- I'M AS WEAK AS A BLASTED KITTEN--BUT I DON'T CARE! HE'S HERE! I'VE FOUND MY SELF. I'VE FOUND HOPE. LIFE. MEAN--

--ING...
MANNING!
=URK=
ALERTALERTALERTALERTALERTALERT
ALERTALERTALERTALERTALERT
ALERTALERTALERTALEEEEE
EEEEEEEEEEEEEE *
MANNING'S STILL BREATHING...BUT HE WON'T BE FOR LONG! I'VE GOT TO GET HIM TO--
UH-OH.
ALL RIGHT, YOU-- ON YOUR FEET! UP I SAID--OR YOU'RE GONNA BE DEAD MEAT--
--COURTESY OF DEATHLOK, THE DEMOLISHER!
NEXT
IT'S THE BATTLE OF THE YEAR! SUPER-SOLDIER OF THE FORTIES AGAINST SUPER-SOLDIER OF THE NINETIES!
CAPTAIN AMERICA VERSUS DEATHLOK!
(AND THAT'S JUST PART OF WHAT'S IN STORE!)
22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CAPTAIN AMERICA
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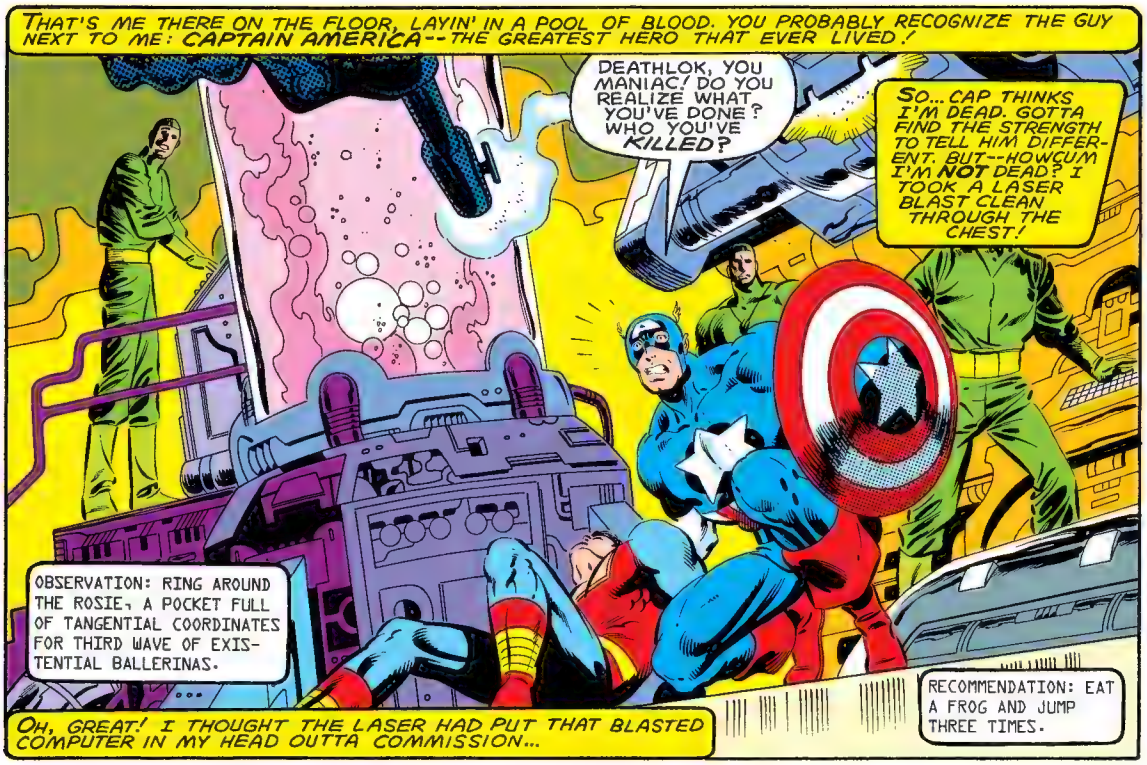
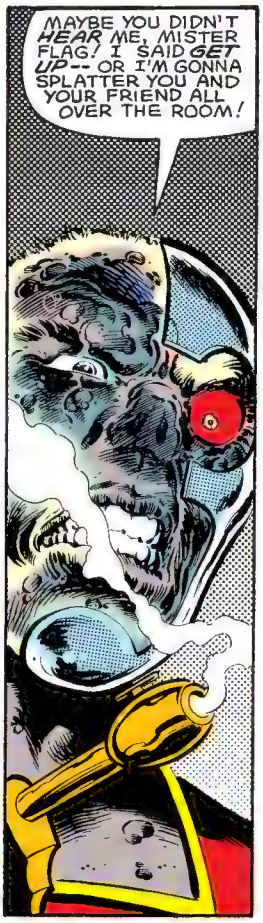
Stan Lee PRESENTS:
FUTURE SHOCK!
FEATURING: CAPTAIN AMERICA!
ALL RIGHT, YOU--ON YOUR FEET! UP, I SAID--OR YOU'RE GONNA BE DEAD MEAT--
--COURTESY OF DEATHLOK, THE DEMOLISHER!
HELLO. MY NAME'S LUTHER MANNING. WELCOME TO MY NIGHTMARE.

J. M. DeMATTEIS	MIKE ZECK	JOHN BEATTY	DIANA ALBERS	BOB SHAREN	MARK GRUENWALD	JIM SHOOTER
SCRIPTER	PENCILER	INKER	LETTERER	COLORIST	EDITOR	EDITOR-IN-CHIEF

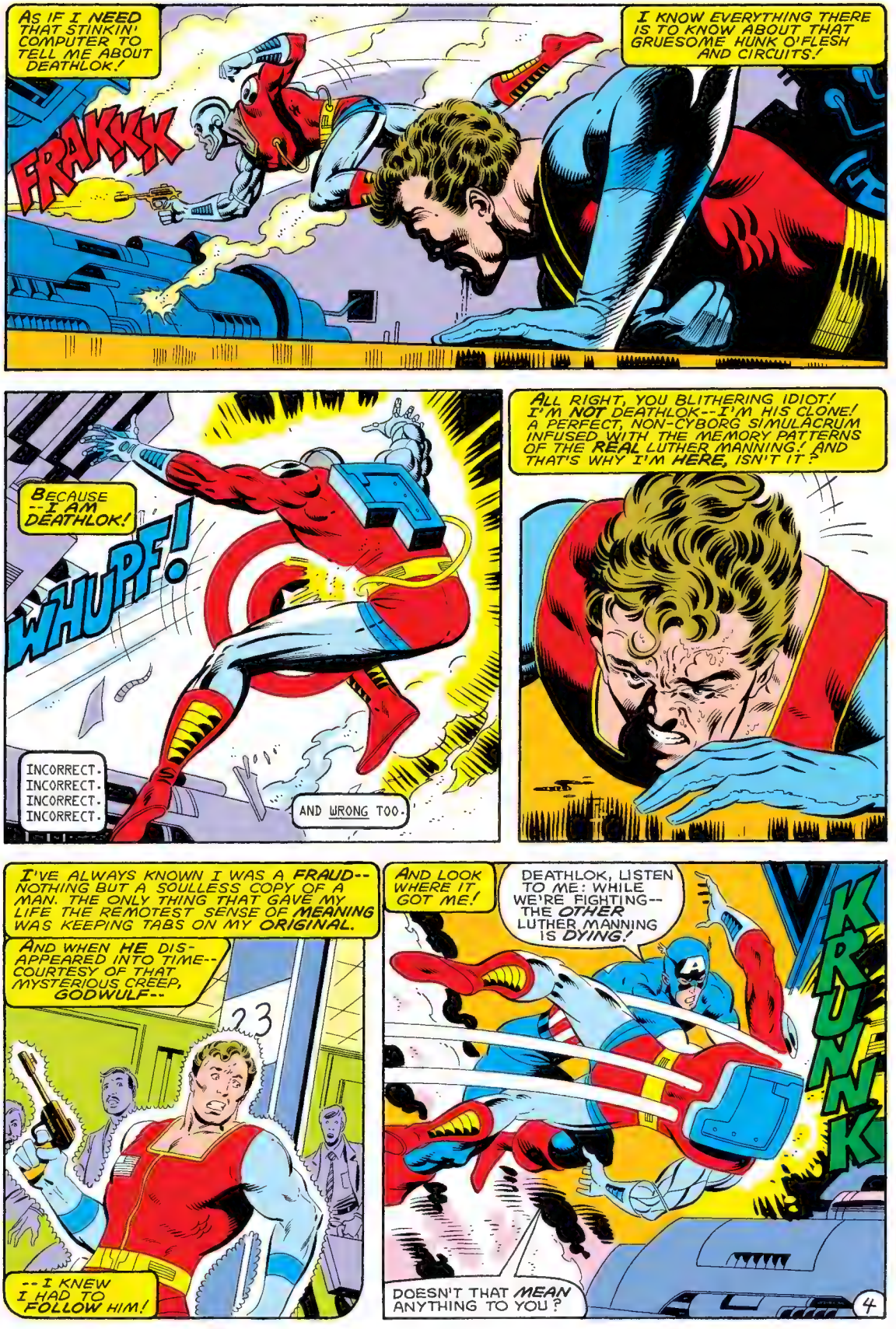

THAT'S ME THERE ON THE FLOOR, LAYIN' IN A POOL OF BLOOD. YOU PROBABLY RECOGNIZE THE GUY NEXT TO ME: CAPTAIN AMERICA--THE GREATEST HERO THAT EVER LIVED!
DEATHLOK, YOU MANIAC! DO YOU REALIZE WHAT YOU'VE DONE? WHO YOU'VE KILLED?
SO... CAP THINKS I'M DEAD. GOTTA FIND THE STRENGTH TO TELL HIM DIFFERENT. BUT--HOWCUM I'M NOT DEAD? I TOOK A LASER BLAST CLEAN THROUGH THE CHEST!
OBSERVATION: RING AROUND THE ROSIE, A POCKET FULL OF TANGENTIAL COORDINATES FOR THIRD WAVE OF EXISTENTIAL BALLERINAS.
RECOMMENDATION: EAT A FROG AND JUMP THREE TIMES.
OH, GREAT! I THOUGHT THE LASER HAD PUT THAT BLASTED COMPUTER IN MY HEAD OUTTA COMMISSION...

...BUT ALL IT DID WAS KNOCK THE STUPID THING'S CIRCUITS INTO LA-LA LAND!
...CAP...?
MANNING! YOU'RE STILL ALIVE!
H-HANGING IN THERE... BUT THERE'S SOMETHING--


MAYBE YOU DIDN'T HEAR ME, MISTER FLAG! I SAID GET UP-- OR I'M GONNA SPLATTER YOU AND YOUR FRIEND ALL OVER THE ROOM!

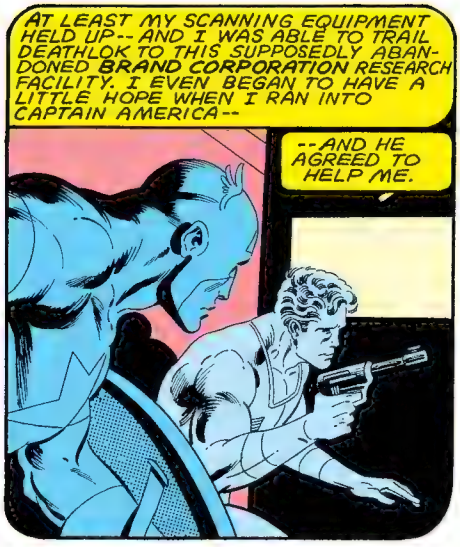
SOMETHING WRONG... WITH DEATHLOK! I CAN FEEL IT! CAP'S GOTTA KNOW BEFORE HE--
OH, I'LL GET UP ALL RIGHT, LUNATIC! BUT, IF ANYONE'S GOING TO DO THE SPLATTERING AROUND HERE--
ALERT. SENSORS INDICATE AARDVARKS DANCING OVER BETHLEHEM.
TERRIFIC.
2

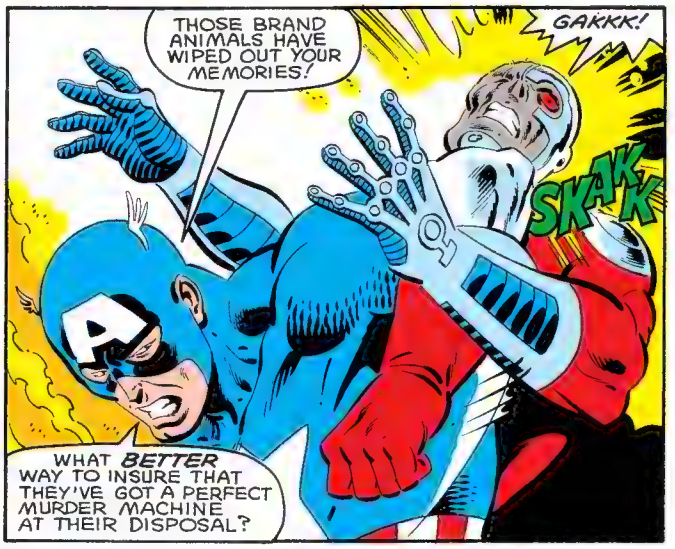
ZEEET
--IT'S GOING TO BE ME!!
LOOK AT HIM GO! WHOEVER DUBBED CAP THE WORLD'S GREATEST FIGHTING MACHINE WAS RIGHT ON THE MARK!
ONLY PROBLEM IS HE ISN'T REALLY A MACHINE--
--AND DEATHLOK IS!
FWAKKK!
=UGH=
BAD MOVE, MISTER FLAG!
READ-OUT. SUBJECT: CODE-NAME: DEATH-LOK. HEIGHT: 6' 4" WEIGHT: 395 LBS. BRAIN, NERVOUS SYSTEM AND STILL LIV-ING TISSUE TRANSPLANTED INTO SYNTHE-TIC CYBORG BODY. SPINE, PELVIS AND MAJOR BONES REPLACED BY SURGICAL-GRADE STAINLESS STEEL. STRENGTH: CAPABLE OF LIFTING 980 LBS. ARTIFIC-IAL RIGHT HAND CAN--
'PUTER? ARE YOU BACK ON LINE?
WING!
SHAKKK!
ARTIFICIAL RIGHT HAND CAN WIGGLE AND WAGGLE AND POKE HOLES IN TISSUE PAPER EVERY THIRD SUNDAY.
FORGET I ASKED.
3


AS IF I NEED THAT STINKIN' COMPUTER TO TELL ME ABOUT DEATHLOK!
I KNOW EVERYTHING THERE IS TO KNOW ABOUT THAT GRUESOME HUNK O'FLESH AND CIRCUITS!
FRAKKKK
BECAUSE --I AM DEATHLOK!
WHUPF!
INCORRECT. INCORRECT. INCORRECT. INCORRECT.
AND WRONG TOO.
ALL RIGHT, YOU BLITHERING IDIOT! I'M NOT DEATHLOK--I'M HIS CLONE! A PERFECT, NON-CYBORG SIMULACRUM INFUSED WITH THE MEMORY PATTERNS OF THE REAL LUTHER MANNING! AND THAT'S WHY I'M HERE, ISN'T IT?
I'VE ALWAYS KNOWN I WAS A FRAUD--NOTHING BUT A SOULLESS COPY OF A MAN. THE ONLY THING THAT GAVE MY LIFE THE REMOTEST SENSE OF MEANING WAS KEEPING TABS ON MY ORIGINAL.
AND WHEN HE DISAPPEARED INTO TIME--COURTESY OF THAT MYSTERIOUS CREEP, GODWULF--
23
--I KNEW I HAD TO FOLLOW HIM!
AND LOOK WHERE IT GOT ME!
DEATHLOK, LISTEN TO ME: WHILE WE'RE FIGHTING--THE OTHER LUTHER MANNING IS DYING!
KRUNK
DOESN'T THAT MEAN ANYTHING TO YOU?
4

THE MINUTE I MADE THE JUMP FROM THE 1990s TO THE 1980s, THINGS STARTED TO FALL APART. THE POLICE WERE ON MY TAIL... MY OWN LIFE-ENERGIES BEGAN FLUCTUATING WILDLY, FOR NO APPARENT REASON...
HOW DOES THAT OLD POEM GO? "THE CENTER WILL NOT HOLD"?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, MISTER FLAG! I NEVER HEARD OF LUTHER MANNING!
NEVER HEARD--? OF COURSE!


AT LEAST MY SCANNING EQUIPMENT HELD UP-- AND I WAS ABLE TO TRAIL DEATHLOK TO THIS SUPPOSEDLY ABANDONED BRAND CORPORATION RESEARCH FACILITY. I EVEN BEGAN TO HAVE A LITTLE HOPE WHEN I RAN INTO CAPTAIN AMERICA--
--AND HE AGREED TO HELP ME.


THOSE BRAND ANIMALS HAVE WIPED OUT YOUR MEMORIES!
GAKKK!
SKAK
WHAT BETTER WAY TO INSURE THAT THEY'VE GOT A PERFECT MURDER MACHINE AT THEIR DISPOSAL?

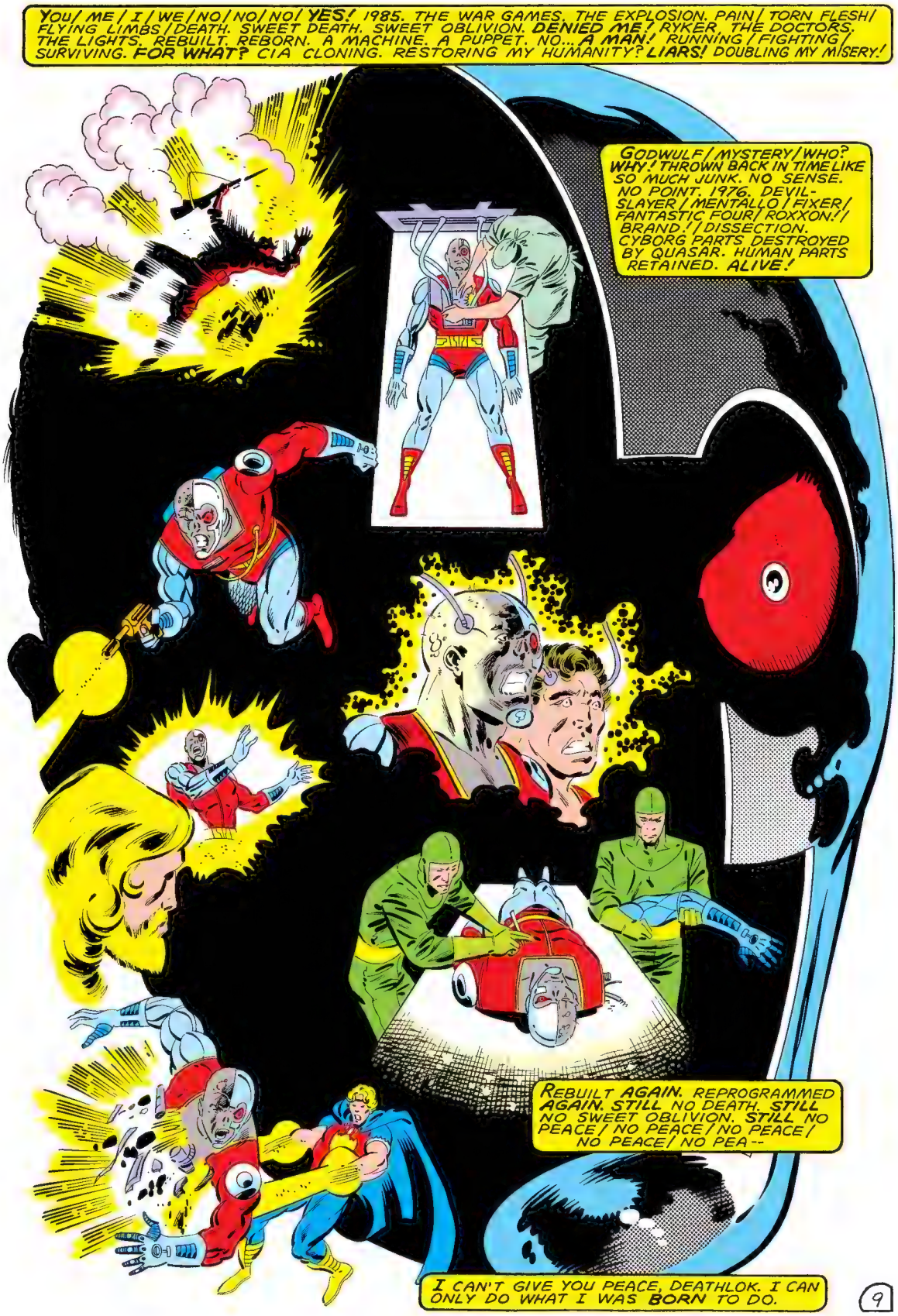
WHEN I FINALLY REACHED MY GOAL, I TRULY BELIEVED THAT FINDING DEATHLOK-- FINDING MY SELF -- WOULD FREE ME... FILL THE EMPTINESS IN MY GUT.
DEATHLOK FILLED IT ALL RIGHT-- WITH HOT DEATH.

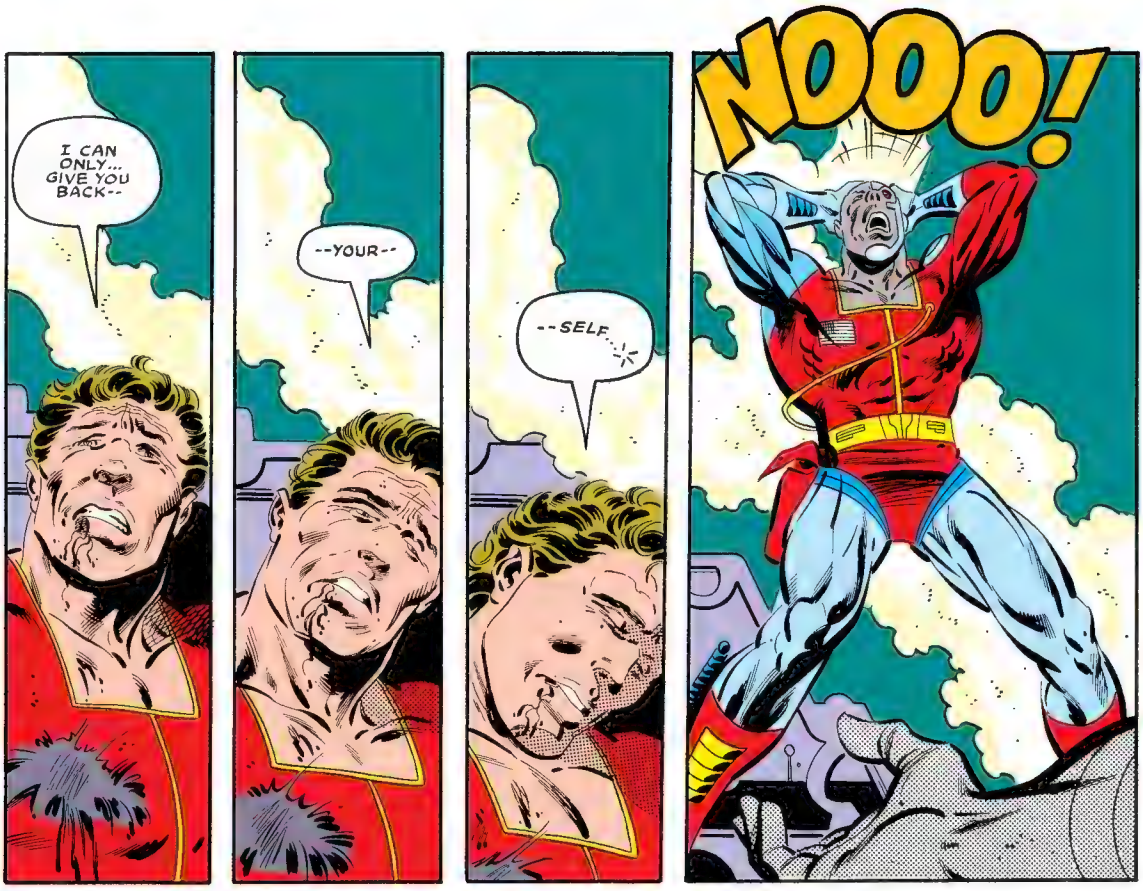
DEATHLOK, LISTEN TO ME: YOU'RE BEING USED! YOU'RE NO MACHINE--YOU'RE A MAN!
DON'T LET THAT MAN REMAIN BURIED!
KRAK
DUMB. DUMB.
DUMB. DUMB.
DUMB. DUMB.

UH-UH, 'PUTER. CAP IS SMART. REAL SMART.
I CAN SEE IN YOUR FACE THAT I'VE TOUCHED A NERVE! I'VE TOUCHED LUTHER MANNING! SO STOP STRUGGLING AGAINST ME--
--AND START STRUGGLING AGAINST YOUR PROGRAMMING!
THE ONLY THING I'M GONNA DO, MISTER FLAG--IS KILL YOU!
POW
DEATHLOK'S TRYING TO HIDE IT, BUT HE'S CONFUSED. CAP HAS TOUCHED A NERVE--
--IN ME, TOO!
AT LAST, I UNDERSTAND MY PURPOSE! I KNOW WHY I'M HERE!
THE CYBORG'S FUMBLING THE BALL! WE NEED HELP--FAST!
SECURITY TEAMS TO SECTION G--
--ON THE DOUBLE!!
EVERYTHING IS CLEAR TO ME NOW!
OPEN YOUR EYES, MANNING! YOU'RE DYING INSIDE AS SURELY AS YOUR DOUBLE IS DYING OVER THERE! AND THE ONLY HOPE FOR YOU BOTH--
--IS IF YOU FIGHT BACK!
6

IT'S ALL BECAUSE OF HIM! BECAUSE OF DEATHLOK! I-- UH-OH!
YOU'RE REALLY SOMETHING, MISTER FLAG! IT TAKES A WHOLE ARMY TO SLOW YOU DOWN!
MANNING, LISTEN TO ME! YOU--
MY--
--NAME--
--AIN'T--
--MANNING!
SPATTTT
CAP'S OUT--BUT HE'S DONE HIS PART. NOW IT'S UP TO ME.
IF WHAT I FEEL IS RIGHT-- THEN THIS IS THE MOMENT I'VE LIVED FOR.
I'M DEATHLOK, DO YA HEAR? WITH NO PAST-- NO FUTURE! I'M DEATHLOK!
YES *SQUEEEE* YOU ARE *AKKKK* CORRECT. YOU MUST REACH OUT TO HIM *SZZZZ* YOU MUST *EEEEE EEEEEEEEEEEEE*
7

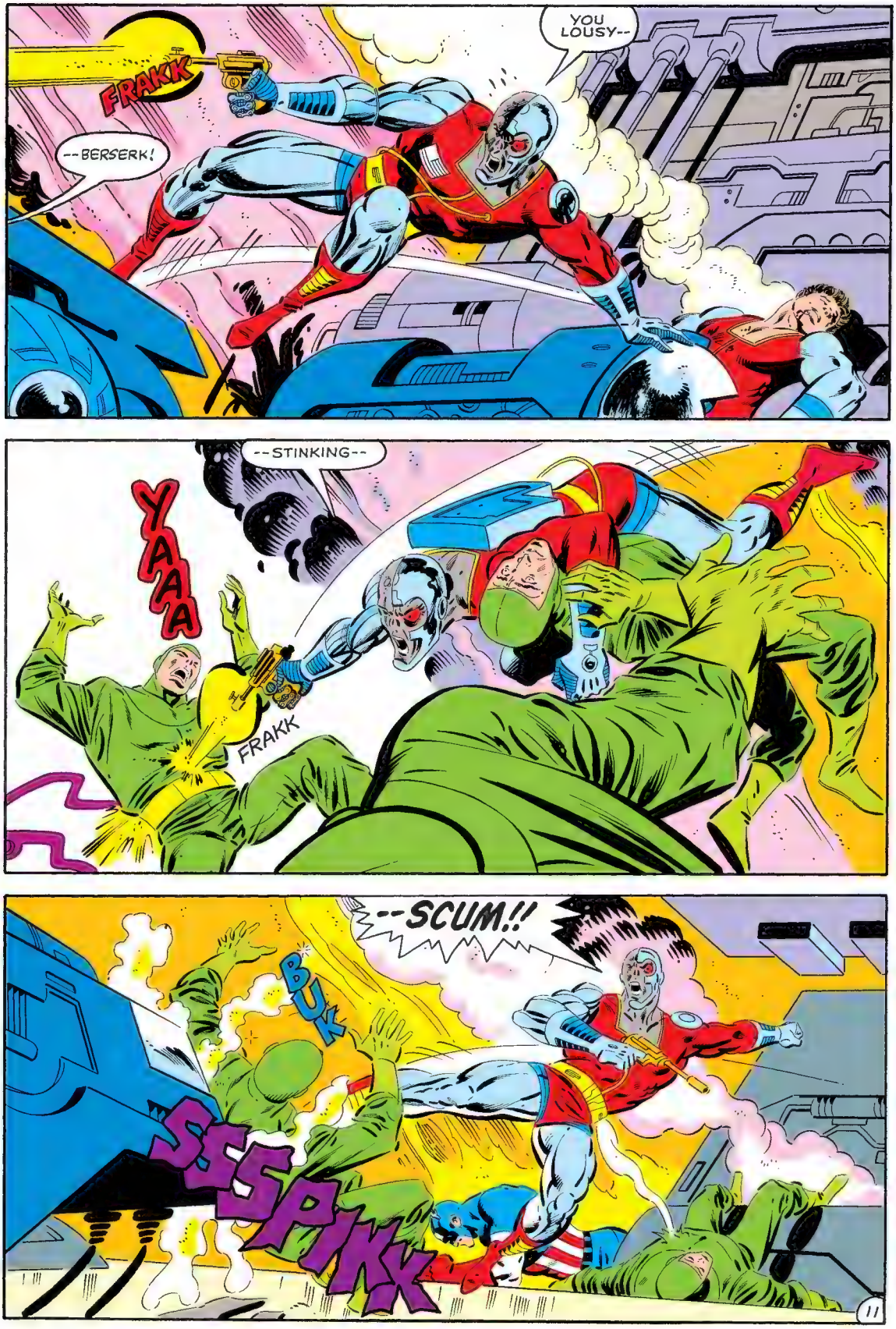
'PUTER'S DOWN--FOR GOOD, THIS TIME. BUT I THINK IT UNDERSTOOD THERE, AT THE END. "REACH OUT," IT SAID.
WELL THAT'S JUST WHAT I'M GONNA DO.
CAN YOU FEEL MY THOUGHTS, DEATHLOK, BRUSHING YOURS --PULLING YOU TO ME?
HOW COULD YOU NOT? WE MAY BE TWO BODIES--
--BUT WE'RE ONE MIND. BUT THAT MIND IS YOURS--NOT MINE. AND I'M ONLY HERE TO RETURN WHAT I'VE BORROWED FROM YOU.
THAT'S WHY, THE CLOSER I GOT TO YOU, THE MORE MY LIFE-ENERGIES FLUCTUATED. IT WAS AS IF MY SOUL KNEW IT WAS... NEARING HOME.
AND THAT'S WHY I'M STILL HANGING ON--WHEN I SHOULD BE LONG DEAD. I CAN'T LET GO UNTIL I'VE RETURNED WHAT'S RIGHTFULLY YOURS.
UNTIL WE TOUCH.
THAT'S IT DEATHLOK. OPEN THE DOORS WIDE. LET IT ALL IN.
LET WHAT'S INSIDE ME SPARK WHAT'S INSIDE YOU. LET THE TWO MINGLE... MERGE...
...BECOME ONE.
8


YOU/ ME / I / WE / NO / NO / NO / YES! 1985. THE WAR GAMES. THE EXPLOSION. PAIN / TORN FLESH / FLYING LIMBS / DEATH. SWEET DEATH. SWEET OBLIVION. DENIED ME! / RYKER. THE DOCTORS. THE LIGHTS. REBUILT. REBORN. A MACHINE. A PUPPET. NO... A MAN! RUNNING / FIGHTING / SURVIVING. FOR WHAT? CIA CLONING. RESTORING MY HUMANITY? LIARS! DOUBLING MY MISERY!
GODWULF / MYSTERY / WHO? WHY! THROWN BACK IN TIME LIKE SO MUCH JUNK. NO SENSE. NO POINT. 1976. DEVIL-SLAYER / MENTALLO / FIXER / FANTASTIC FOUR / ROXXON! / BRAND! / DISSECTION. CYBORG PARTS DESTROYED BY QUASAR. HUMAN PARTS RETAINED. ALIVE!
REBUILT AGAIN. REPROGRAMMED AGAIN. STILL NO DEATH. STILL NO SWEET OBLIVION. STILL NO PEACE / NO PEACE / NO PEACE / NO PEACE / NO PEA--
I CAN'T GIVE YOU PEACE, DEATHLOK. I CAN ONLY DO WHAT I WAS BORN TO DO.
9


I CAN ONLY... GIVE YOU BACK--
--YOUR--
--SELF.
NOOO!

OBSERVATION: RENEWED ACTIVITY IN MEMORY SYNAPSES OF PREFRONTAL CORTEX. HERETOFORE INACTIVE DENDRITES NOW--
I DON'T NEED ANY ANALYSIS TO TELL ME THAT I REMEMBER, 'PUTER.

I REMEMBER EVERY HORRIFYING, DEGRADING DETAIL!
I REMEMBER --IT ALL!
UH...I THINK WE'VE GOT A SMALL PROBLEM, GUYS.
YOU ALWAYS DID HAVE A KNACK FOR UNDERSTATEMENT, JOEL. OUR FRIEND THE CYBORG LOOKS LIKE HE'S ABOUT TO GO--
10


FRAKK
--BERSERK!
YOU LOUSY--
--STINKING--
YAAA
FRAKK
--SCUM!!
BUK
SSSPIKK
11

BLASTED CRAZY CYBORG!
ALERT. ALERT. SENSORS INDICATE REAR ATTACK IMMINENT. RECOMMEND--
COUNTERMAND.
REAR ATTACK TERMINATED--
SHTUNNK
-- MOST EFFECTIVELY.
BAPP
MANNING--ARE YOU ALL RIGHT?
ALL RIGHT? NO WAY! BUT I'M MYSELF AGAIN, IF THAT'S WHAT YOU MEAN.
GLAD T'SEE YOU'RE STILL IN ONE PIECE, CAP!
SAME HERE.
12

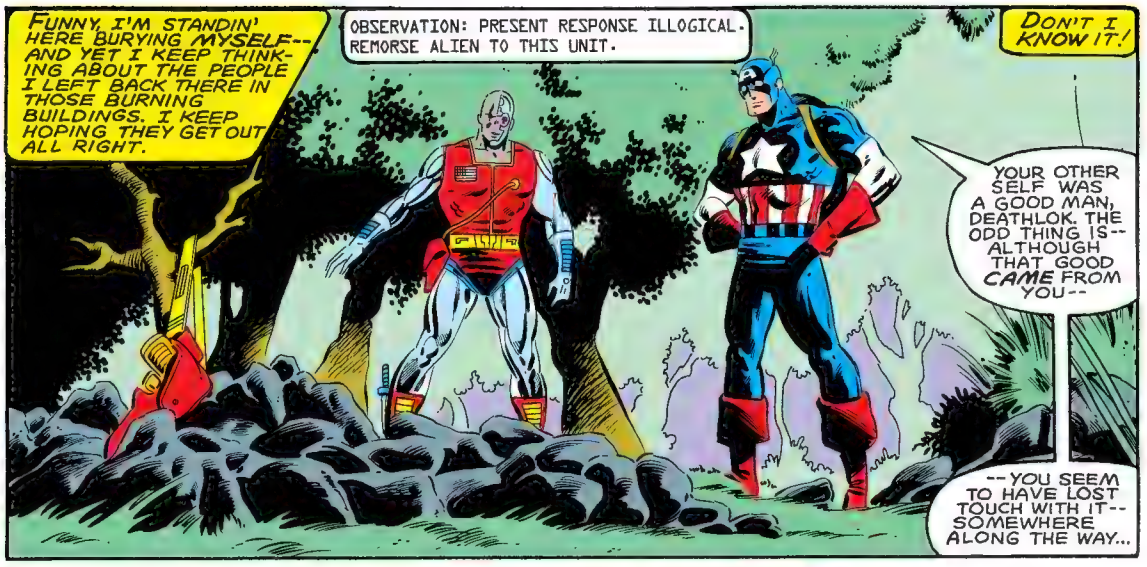
BUT, MANNING, IF YOU ARE YOURSELF AGAIN, YOU MUST SEE THAT THIS BLOODY RAMPAGE SERVES NO PURPOSE!
OUR BEST BET IS TO TRY AND MAKE IT OUT OF HERE IN ONE PIECE, THEN PLAN A COURSE OF ACTION FROM THERE!
AFTER WHAT THESE MAGGOTS DID TO ME, CAP--I CAN'T REALLY SEE IT YOUR WAY. BUT I OWE YOU, MISTER--SO I'LL BUY INTO WHAT YOU'RE SAYING--
--FOR NOW.
LET'S DO IT, THEN! AND, PLEASE--
--NO MORE BLOODSHED!
SURE THING, MISTER FLAG! BUT I HOPE Y'DON'T OBJECT IF I PUT ONE LITTLE POWER GENERATOR OUT OF COMMISSION--
FRAKKK
--LIKE SO!
FRAKKKK!
13

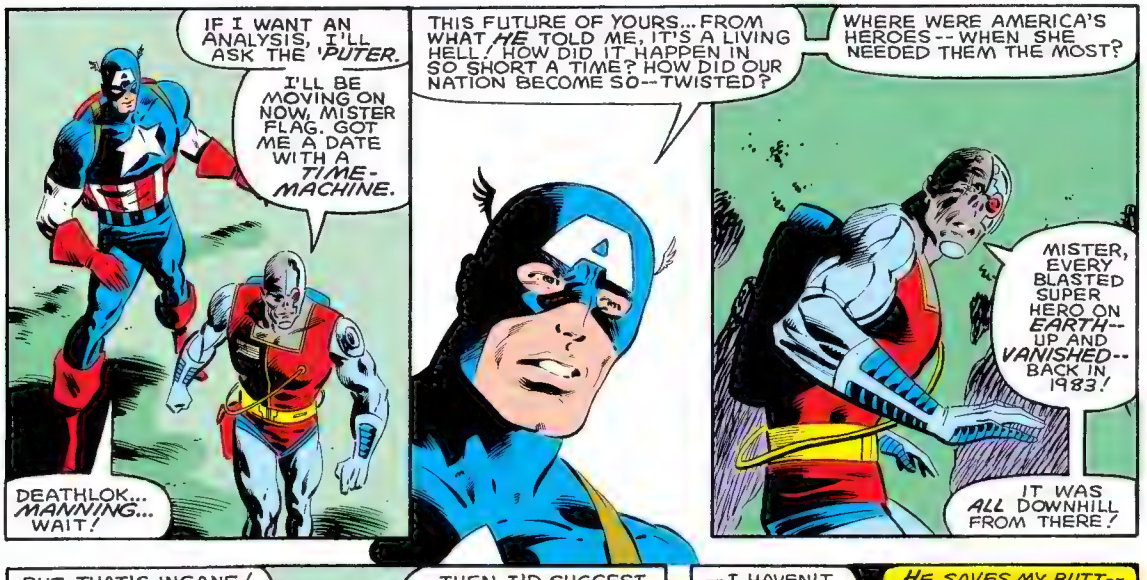
WHOOM!
AW, SHUCKS—I JUST REMEMBERED! THE GENERATORS IN THIS JOINT ARE ALL ON THE SAME LINE ONCE ONE GOES--
--THEY'RE ALL GONNA BLOW!
SHA-KOOOOM!
MANNING, YOU MANIAC! YOU KNEW THAT WAS GOING TO HAPPEN!
MY GOD, ALL THOSE LIVES... ALL THAT SENSE-LESS WASTE! HOW COULD YOU!
EASY.
WHO AM I TRYING TO KID? IT WASN'T EASY AT ALL.
14

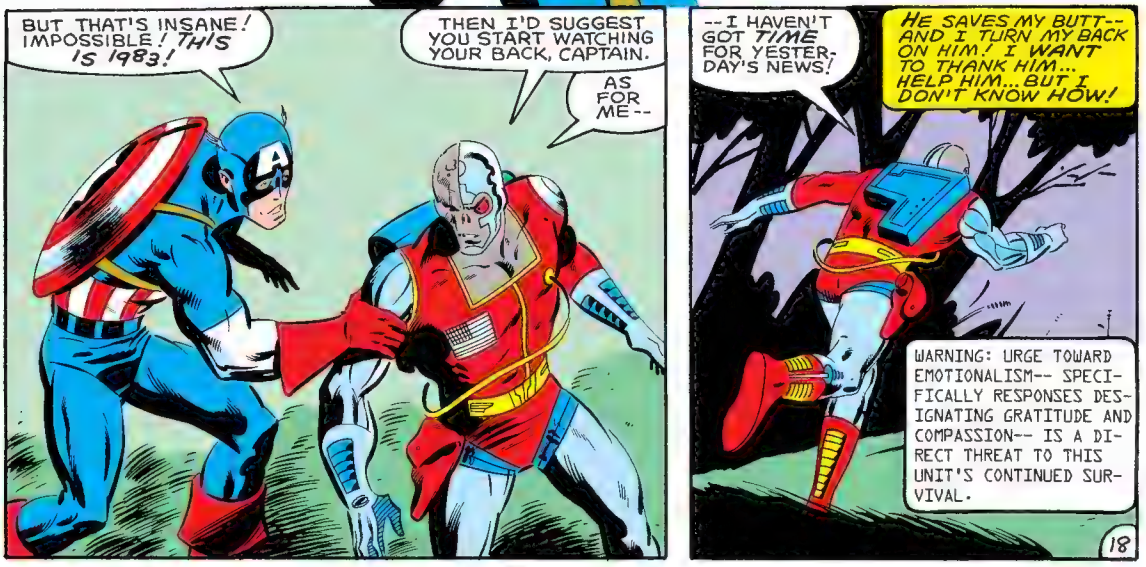
MEANWHILE ON LONG ISLAND...
RRRRRRRROOOOOOO
FIRST THAT AWFUL EXPLOSION-- AND NOW IT LOOKS LIKE EVERY POLICE CAR AND FIRE ENGINE ON THE ISLAND IS OUT!
WHAT THE DEVIL'S GOING ON?
MAYBE BERNADETTE'S BOYFRIEND HAS FINALLY ARRIVED.
AW, KNOCK IT OFF, MOM-- BERNIE'S UPSET ENOUGH AS IT IS 'CAUSE STEVE'S STUCK IN THE CITY, WORKING.
IT'S NOT LIKE HE SCREWED UP DINNER ON PURPOSE!
NOW YOU LISTEN TO ME, NANCY ROSENTHAL! YOUR MOTHER HAS COOKED AND CLEANED ALL WEEK LONG SO THAT THIS WEEKEND WITH YOUR SISTER AND HER BOYFRIEND WOULD BE LETTER PERFECT! HOW DARE HE CANCEL OUT AT THE LAST MINUTE! WHY, I NEV--
I TOLD YOU HE'S GOT AN IMPORTANT DEADLINE TO MEET AND HE'LL BE HERE BY MORNING! NOW WILL YOU PLEASE STOP ALL YOUR COMPLAINING--
--AND LEAVE ME ALONE!!
HEY, SIS-- CALM DOWN, WILL YA?
I'M GOING UP TO BED. GOOD NIGHT!
OH, WHAT ARE YOU YELLING AT THEM FOR, BERNIE? THIS MESS ISN'T THEIR FAULT-- IT'S YOURS!
YOU COULD'VE HAD THE SENSE TO GET INVOLVED WITH A NORMAL MAN-- BUT NO! YOU HAD TO GO AND FALL FOR--
--CAPTAIN AMERICA!
WOW.
SHE MUST REALLY BE IN LOVE.
15

AND, IN MANHATTAN...
TA-TA-TA-DAAAAA!
A BEACON OF HOPE TO THE MASSES BELOW, NOMAD-- PROTECTOR OF THE WEAK AND INNOCENT--PROWLS THE CITY'S ROOFTOPS! AND, EVERYWHERE, EVIL-DOERS TREMBLE AT HIS PASSING!
WELL--MAYBE SOME DAY! FOR TONIGHT, I THINK I'LL JUST CONCENTRATE ON GETTING THESE MOVES CAP SHOWED ME DOWN PAT!
I'VE STILL GOT A LONG WAY TO GO BEFORE THE BUCKY OF THE 1950s REALLY BECOMES THE NOMAD OF THE 1980s! BUT, HEAVEN KNOWS, YOU CAN'T SAY I'M NOT TRYING! I--
HEY! WHAT'S GOING ON DOWN THERE?
HMMMM. THE WORLD MAY HAVE CHANGED A LOT DURING THE YEARS I SPENT IN CRYOGENIC FREEZE--BUT SOME THINGS ARE ALWAYS THE SAME!
CRUMBS LIKE THEM, FOR INSTANCE!
GET AWAY FROM ME! I'M WARNING YOU--!
YOU'RE WARNING US! DON'T MAKE ME LAUGH, LADY! NOW JUST HAND OVER THE BAG BEFORE I--
???!!!
CHUK
CHUK
16

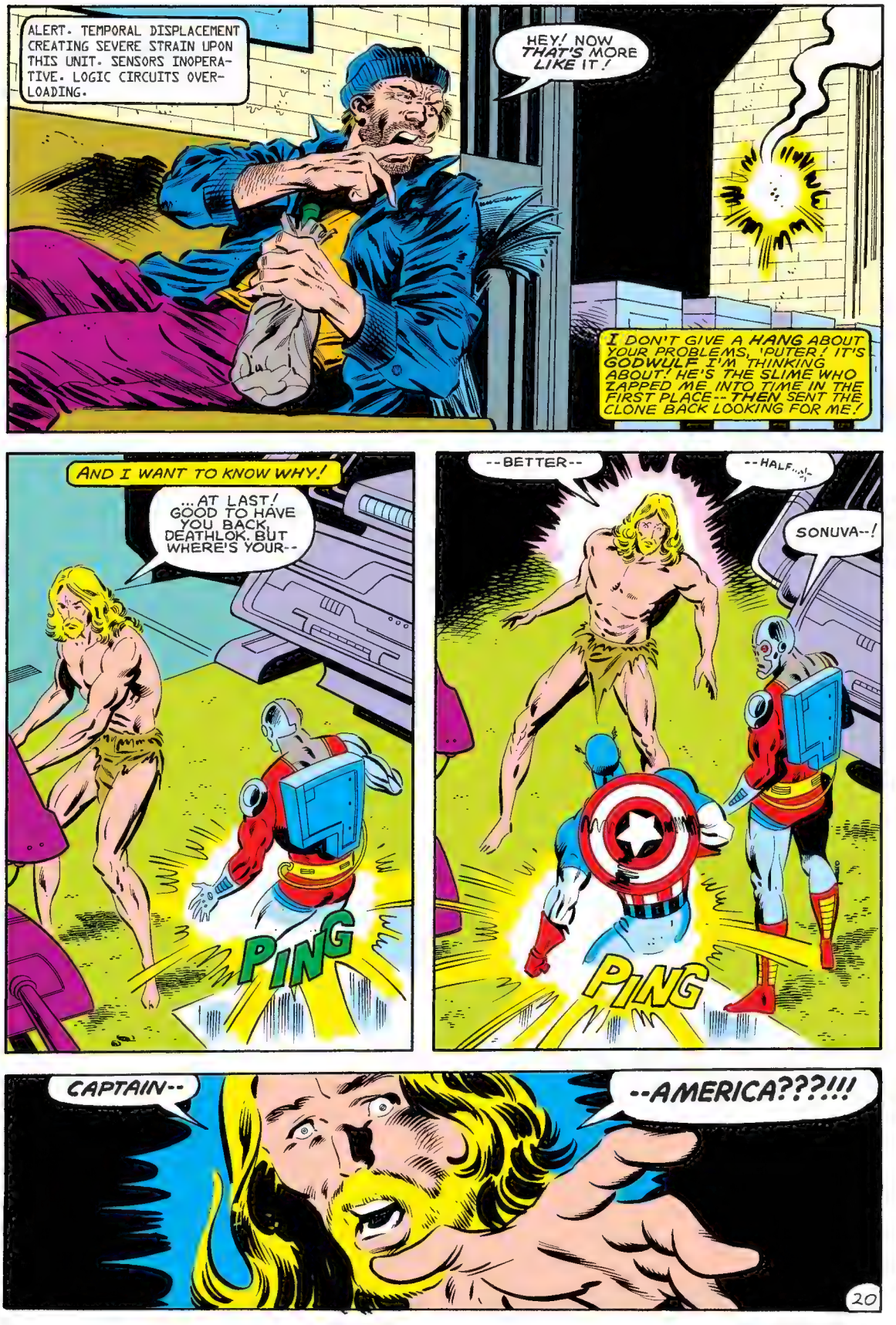
BOMBS AWAY!!
F-WUNK!
NOT BAD, IF I DO SAY SO MYSELF! MY MINI-SHIELDS DISARMED 'EM--AND MY TAPPING TOES DID THE REST!
BUT IT STILL FELT KINDA WEIRD JUMPING INTO THINGS WITHOUT A PARTNER BY MY--
--SIDE...?
EXCUSE ME--?
YUH-YUH-YUH-YUH--
--YES.
I JUST WANTED TO SAY... THANK YOU.
WOW!
17

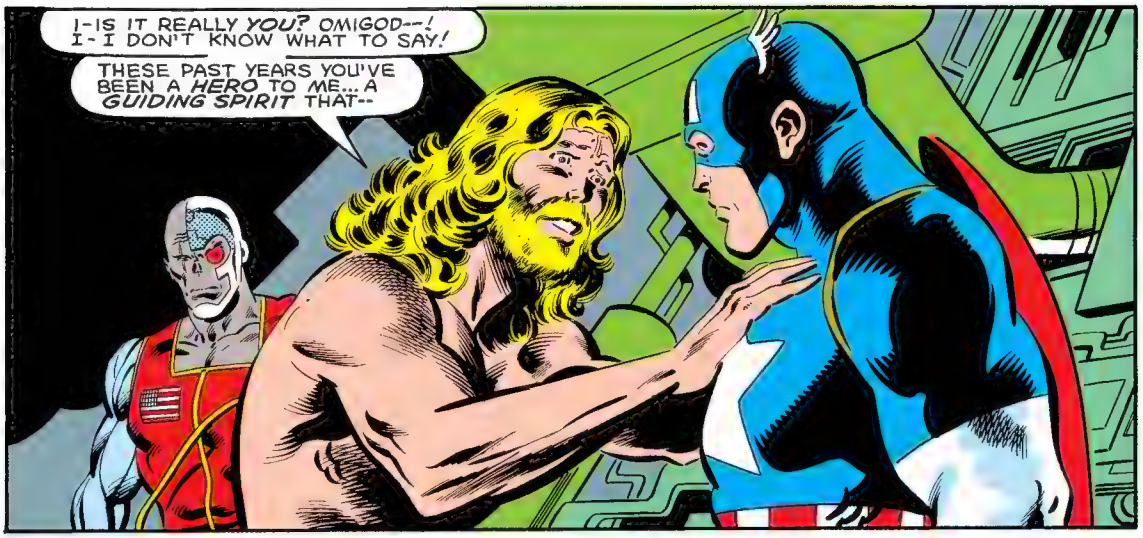

FUNNY, I'M STANDIN' HERE BURYING MYSELF-- AND YET I KEEP THINKING ABOUT THE PEOPLE I LEFT BACK THERE IN THOSE BURNING BUILDINGS. I KEEP HOPING THEY GET OUT ALL RIGHT.
OBSERVATION: PRESENT RESPONSE ILLOGICAL. REMORSE ALIEN TO THIS UNIT.
DON'T I KNOW IT!
YOUR OTHER SELF WAS A GOOD MAN, DEATHLOK. THE ODD THING IS-- ALTHOUGH THAT GOOD CAME FROM YOU--
--YOU SEEM TO HAVE LOST TOUCH WITH IT-- SOMEWHERE ALONG THE WAY...

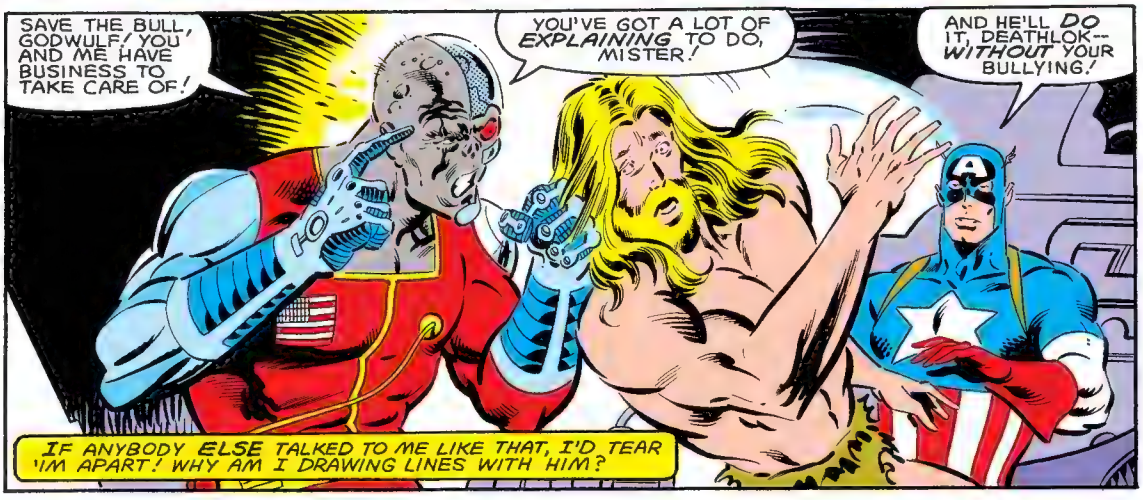

IF I WANT AN ANALYSIS, I'LL ASK THE 'PUTER.
I'LL BE MOVING ON NOW, MISTER FLAG. GOT ME A DATE WITH A TIME-MACHINE.
DEATHLOK... MANNING... WAIT!
THIS FUTURE OF YOURS... FROM WHAT HE TOLD ME, IT'S A LIVING HELL! HOW DID IT HAPPEN IN SO SHORT A TIME? HOW DID OUR NATION BECOME SO--TWISTED?
WHERE WERE AMERICA'S HEROES--WHEN SHE NEEDED THEM THE MOST?
MISTER, EVERY BLASTED SUPER HERO ON EARTH-- UP AND VANISHED-- BACK IN 1983!
IT WAS ALL DOWNHILL FROM THERE!


BUT THAT'S INSANE! IMPOSSIBLE! THIS IS 1983!
THEN I'D SUGGEST YOU START WATCHING YOUR BACK, CAPTAIN.
AS FOR ME--
--I HAVEN'T GOT TIME FOR YESTERDAY'S NEWS!
HE SAVES MY BUTT-- AND I TURN MY BACK ON HIM! I WANT TO THANK HIM... HELP HIM... BUT I DON'T KNOW HOW!
WARNING: URGE TOWARD EMOTIONALISM-- SPECIFICALLY RESPONSES DESIGNATING GRATITUDE AND COMPASSION-- IS A DIRECT THREAT TO THIS UNIT'S CONTINUED SURVIVAL.
18

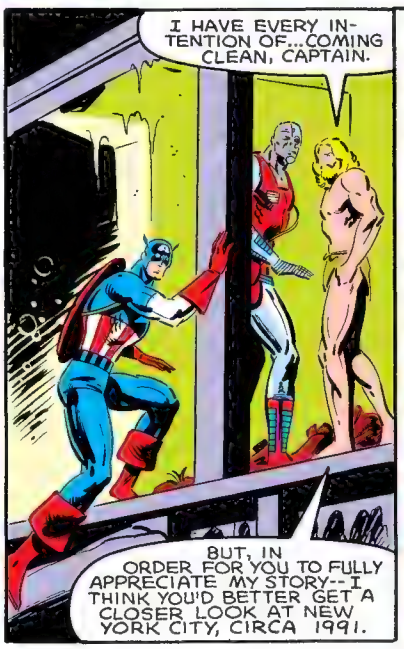
OH, NO--I JUST REMEMBERED! BERNIE AND HER FAMILY HAVE BEEN WAITING FOR ME ALL THIS TIME!
BUT--WHAT ABOUT DEATH-LOK'S WARNING?
THE FUTURE OF AMERICA--OF THE WORLD--COULD BE ON THE LINE!
WHAT DO I DO?
WHAT DO I DO?!
WE'VE GOT A LONG HAUL BACK TO MANHATTAN, 'PUTER. IF MISTER FLAG CAN KEEP UP--MORE POWER TO HIM!
FIGURES.
... ALERT. ALERT. CHRONAL ENERGY-TRAIL TERMINATES HERE. SENSORS INDICATE TIME PORTAL LOCATED ON THIS SPOT. RECOMMENDATION: LOCATE POINT OF ENTRY AND--
THE DEVIL WITH YOUR RECOMMENDATIONS, 'PUTER!
GODWULF--I KNOW YOU'RE MONITORING THIS STATION--
EXIT
EXIT
EX
EXIT
HEY, BUNKIE--HOWZABOUT PIPIN' DOWN, HUH?
--SO PULL ME BACK, YOU TWO-BIT TARZAN!
TOKEN ENTRY
TOKEN ENTRY
TOK ENT
RIGHT--
--NOW!
FWAMP!
19

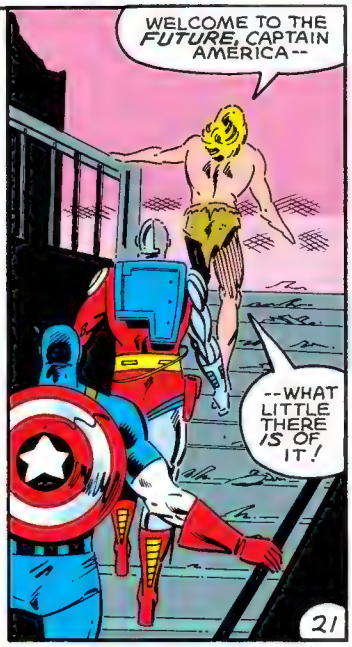

ALERT. TEMPORAL DISPLACEMENT CREATING SEVERE STRAIN UPON THIS UNIT. SENSORS INOPERATIVE. LOGIC CIRCUITS OVERLOADING.
HEY! NOW THAT'S MORE LIKE IT!
I DON'T GIVE A HANG ABOUT YOUR PROBLEMS, 'PUTER! IT'S GODWULF I'M THINKING ABOUT! HE'S THE SLIME WHO ZAPPED ME INTO TIME IN THE FIRST PLACE--THEN SENT THE CLONE BACK LOOKING FOR ME!
AND I WANT TO KNOW WHY!
...AT LAST! GOOD TO HAVE YOU BACK, DEATHLOK. BUT WHERE'S YOUR--
PING
--BETTER--
--HALF...!
SONUVA--!
PING
CAPTAIN--
--AMERICA???!!!
20

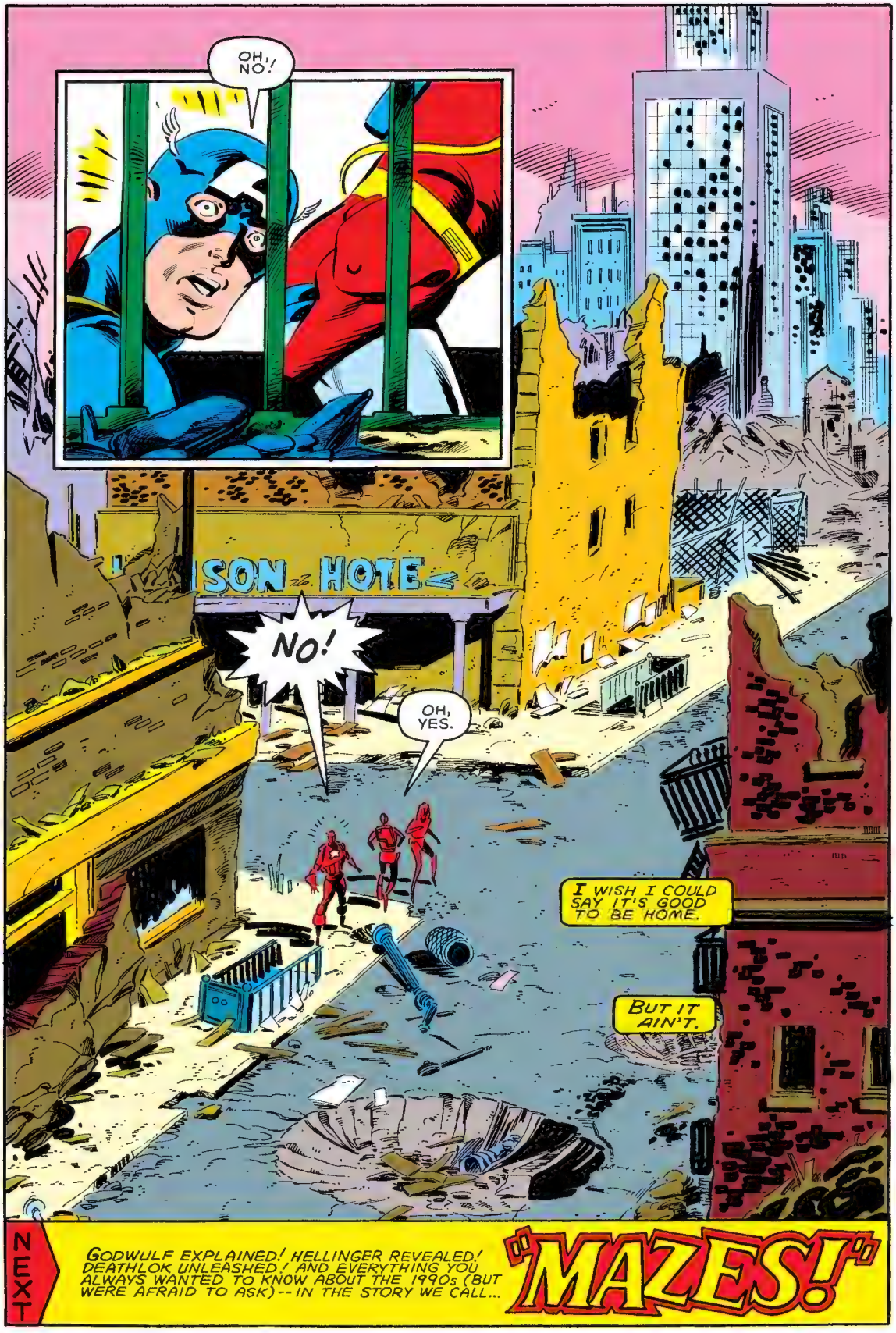

I-IS IT REALLY YOU? OMIGOD--! I-I DON'T KNOW WHAT TO SAY!
THESE PAST YEARS YOU'VE BEEN A HERO TO ME... A GUIDING SPIRIT THAT--

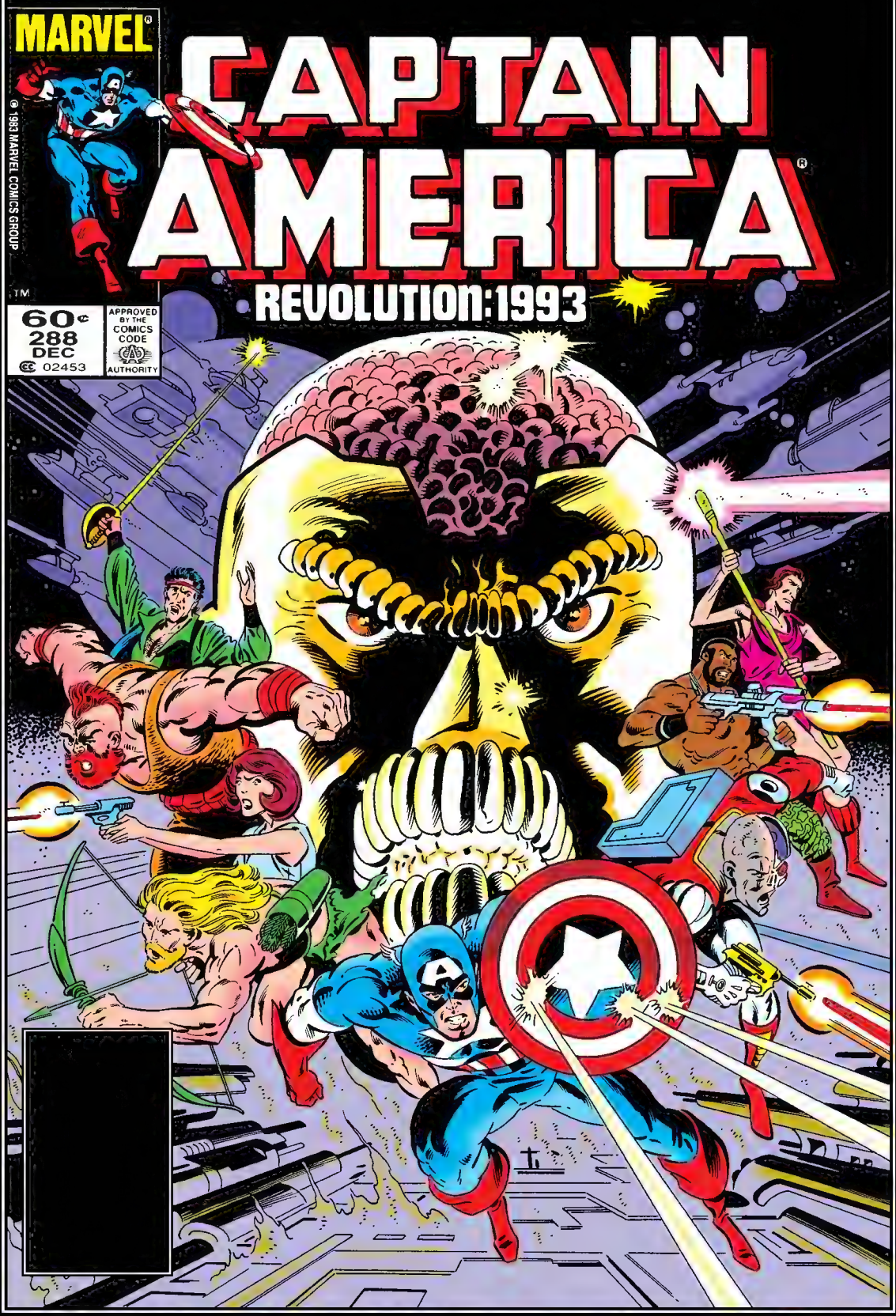

SAVE THE BULL, GODWULF! YOU AND ME HAVE BUSINESS TO TAKE CARE OF!
YOU'VE GOT A LOT OF EXPLAINING TO DO, MISTER!
AND HE'LL DO IT, DEATHLOK-- WITHOUT YOUR BULLYING!
IF ANYBODY ELSE TALKED TO ME LIKE THAT, I'D TEAR 'IM APART! WHY AM I DRAWING LINES WITH 'HIM?

OBSERVATION: YOU ARE CHANGING.
...NOW THAT YOU KNOW HOW I BECAME INVOLVED IN THIS, GODWOLF--AND WHAT HAPPENED TO THE OTHER LUTHER MANNING--
--DON'T YOU THINK IT'S TIME YOU CAME CLEAN WITH US?


I HAVE EVERY INTENTION OF...COMING CLEAN, CAPTAIN.
BUT, IN ORDER FOR YOU TO FULLY APPRECIATE MY STORY--I THINK YOU'D BETTER GET A CLOSER LOOK AT NEW YORK CITY, CIRCA 1991.


WELCOME TO THE FUTURE, CAPTAIN AMERICA--
--WHAT LITTLE THERE IS OF IT!
21


OH, NO!!
NO!
OH, YES.
I WISH I COULD SAY IT'S GOOD TO BE HOME.
BUT IT AIN'T.
NEXT
GODWULF EXPLAINED! HELLINGER REVEALED! DEATHLOK UNLEASHED! AND EVERYTHING YOU ALWAYS WANTED TO KNOW ABOUT THE 1990s (BUT WERE AFRAID TO ASK)--IN THE STORY WE CALL...
"MAZES!"


MARVEL
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CAPTAIN AMERICA
REVOLUTION: 1993
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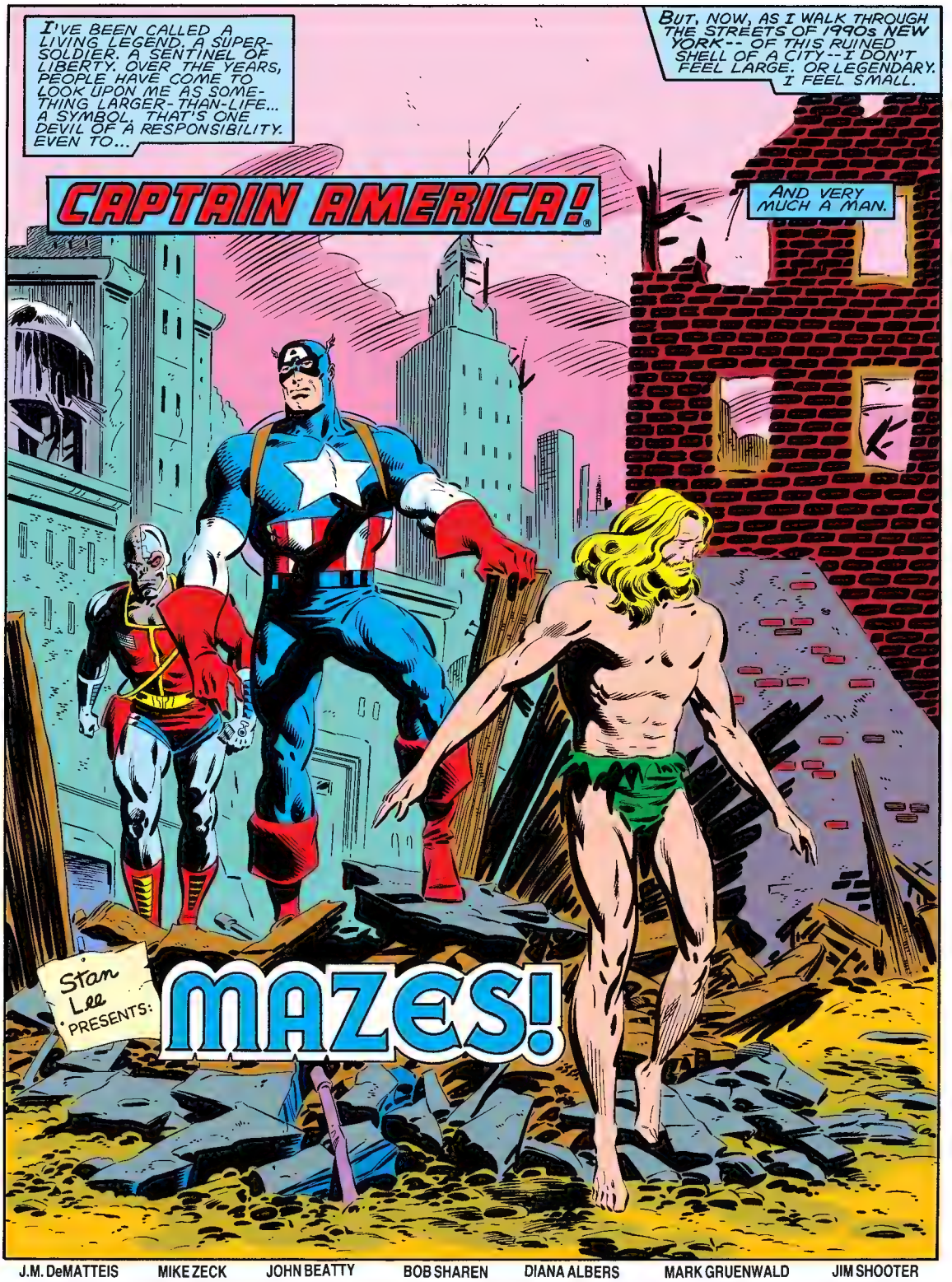
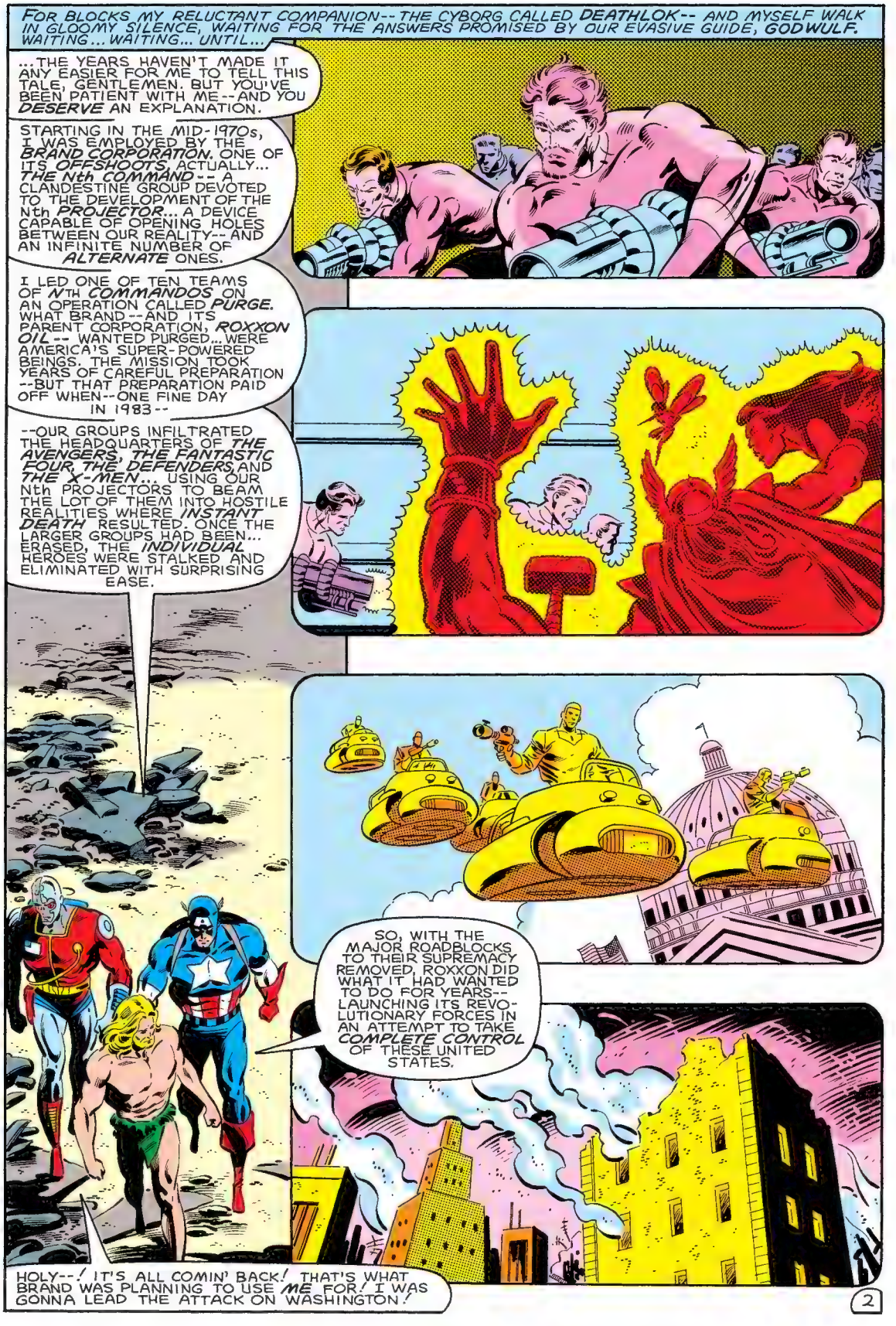

I'VE BEEN CALLED A LIVING LEGEND. A SUPER-SOLDIER. A SENTINEL OF LIBERTY. OVER THE YEARS, PEOPLE HAVE COME TO LOOK UPON ME AS SOME-THING LARGER-THAN-LIFE... A SYMBOL. THAT'S ONE DEVIL OF A RESPONSIBILITY. EVEN TO...
CAPTAIN AMERICA!
BUT, NOW, AS I WALK THROUGH THE STREETS OF 1990s NEW YORK-- OF THIS RUINED SHELL OF A CITY--I DON'T FEEL LARGE. OR LEGENDARY. I FEEL SMALL.
AND VERY MUCH A MAN.
Stan Lee PRESENTS:
MAZES!

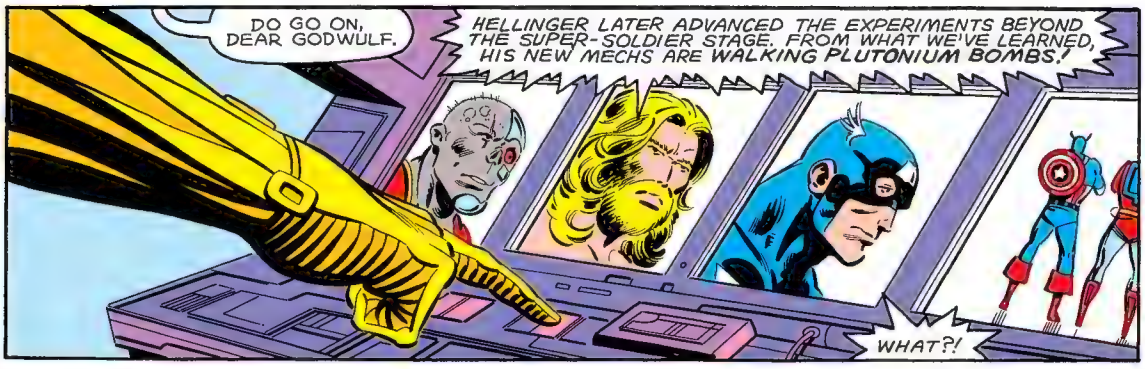
J.M. DeMATTEIS	MIKE ZECK	JOHN BEATTY	BOB SHAREN	DIANA ALBERS	MARK GRUENWALD	JIM SHOOTER
SCRIPTER	PENCILER	INKER	COLORIST	LETTERER	EDITOR	EDITOR IN CHIEF


FOR BLOCKS MY RELUCTANT COMPANION--THE CYBORG CALLED DEATHLOK-- AND MYSELF WALK IN GLOOMY SILENCE, WAITING FOR THE ANSWERS PROMISED BY OUR EVASIVE GUIDE, GODWULF. WAITING... WAITING... UNTIL...
...THE YEARS HAVEN'T MADE IT ANY EASIER FOR ME TO TELL THIS TALE, GENTLEMEN. BUT YOU'VE BEEN PATIENT WITH ME--AND YOU DESERVE AN EXPLANATION.
STARTING IN THE MID-1970s, I WAS EMPLOYED BY THE BRAND CORPORATION, ONE OF ITS OFFSHOOTS, ACTUALLY... THE Nth COMMAND--A CLANDESTINE GROUP DEVOTED TO THE DEVELOPMENT OF THE Nth PROJECTOR... A DEVICE CAPABLE OF OPENING HOLES BETWEEN OUR REALITY--AND AN INFINITE NUMBER OF ALTERNATE ONES.
I LED ONE OF TEN TEAMS OF Nth COMMANDOS ON AN OPERATION CALLED PURGE. WHAT BRAND--AND ITS PARENT CORPORATION, ROXXON OIL--WANTED PURGED...WERE AMERICA'S SUPER-POWERED BEINGS. THE MISSION TOOK YEARS OF CAREFUL PREPARATION --BUT THAT PREPARATION PAID OFF WHEN--ONE FINE DAY IN 1983--
--OUR GROUPS INFILTRATED THE HEADQUARTERS OF THE AVENGERS, THE FANTASTIC FOUR, THE DEFENDERS, AND THE X-MEN... USING OUR Nth PROJECTORS TO BEAM THE LOT OF THEM INTO HOSTILE REALITIES WHERE INSTANT DEATH RESULTED. ONCE THE LARGER GROUPS HAD BEEN... ERASED, THE INDIVIDUAL HEROES WERE STALKED AND ELIMINATED WITH SURPRISING EASE.
SO, WITH THE MAJOR ROADBLOCKS TO THEIR SUPREMACY REMOVED, ROXXON DID WHAT IT HAD WANTED TO DO FOR YEARS--LAUNCHING ITS REVOLUTIONARY FORCES IN AN ATTEMPT TO TAKE COMPLETE CONTROL OF THESE UNITED STATES.
HOLY--! IT'S ALL COMIN' BACK! THAT'S WHAT BRAND WAS PLANNING TO USE ME FOR! I WAS GONNA LEAD THE ATTACK ON WASHINGTON!
2

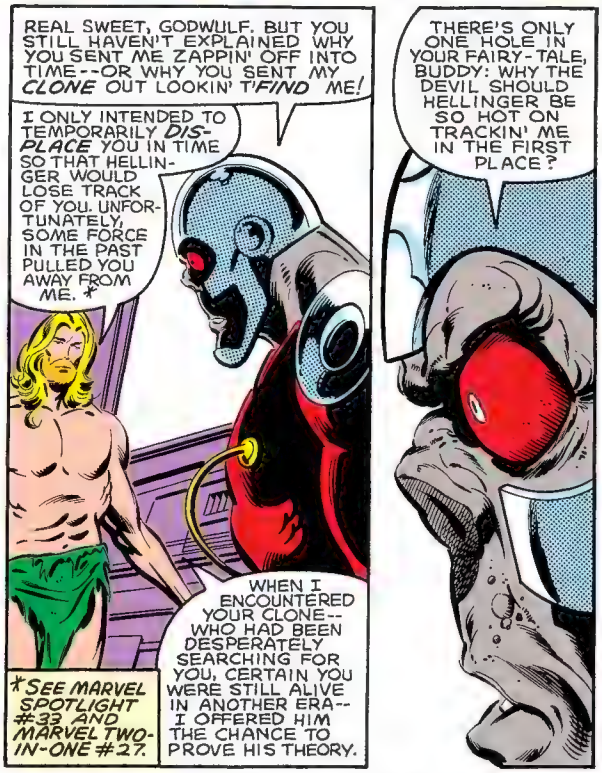
THERE'S SOMETHING IN DEATHLOK'S VOICE--AN URGENCY--A HUMANITY--THAT I HAVEN'T HEARD BEFORE. SOMETHING OF THE MAN I MET BACK IN 1983--THE CLONE WHO LED ME TO DEATHLOK...AND TO THIS HELLISH FUTURE.
BUT I CAN'T THINK ABOUT THAT NOW. I MUST CONCENTRATE ON WHAT GODWULF IS SAYING...
THE Nth PROJECTORS WERE A LIMITED TOOL. IT HAD TAKEN YEARS TO GENERATE THE POWER NEEDED FOR OPERATION: PURGE--AND IT WOULD TAKE YEARS MORE TO GENERATE THAT KIND OF POWER AGAIN. WHICH MEANT ROXXON HAD TO RELY ON MORE...CONVENTIONAL MEANS TO PULL OFF THEIR LITTLE COUP.
THEY FOUND IT WASN'T SO EASY, DIDN'T THEY?
THE FIGHTING WENT ON AND ON AND ON.
THE BODY COUNT GREW. THE GOVERNMENT FRAGMENTED--CIA SETTING UP A POWER BASE HERE, THE MILITARY DIGGING IN THERE--AND STILL NO CLEAR WINNER EMERGED. EXCEPT PERHAPS--DEATH.
HOW MANY DEAD, I WONDER? HOW MANY INNOCENTS SLAUGHTERED BECAUSE OF A BAND OF VENAL, POWER-HUNGRY LUNATICS? IT'S SO HARD TO COMPREHEND DEATH ON SUCH AN IMMENSE SCALE. SO BLASTED HARD...
THE REPERCUSSIONS OVERSEAS WERE HORRIBLE. WAR BROKE OUT IN THE MIDDLE EAST--FOLLOWED BY MORE WARS ALL ACROSS THE GLOBE. WHEN THE ATTACK CAME THAT FINALLY DEVASTATED NEW YORK AND A DOZEN OTHER AMERICAN CITIES--NO ONE WAS EVEN SURE WHO HAD LAUNCHED THE STRIKE!
CAN YOU BELIEVE THEY ACTUALLY ATTEMPTED TO EVACUATE NEW YORK? I THINK MORE PEOPLE WERE KILLED IN THE PANIC TO GET OUT THAN WERE KILLED IN THE BLAST.
STILL, SOME SCATTERED POCKETS OF HUMANITY DID MANAGE TO MAKE IT TO SAFETY.
UH... THIS WAY, PLEASE...
WHERE DOES THE SITUATION STAND NOW, GODWULF?
OVERSEAS? WHO KNOWS? HERE AT HOME. WELL, THE MILITARY ULTIMATELY WRESTED CONTROL--BUT THEY'VE GOT A VERY TENUOUS GRIP ON THINGS. THERE ARE DOZENS OF POWERFUL SPLINTER GROUPS ITCHING FOR A TAKEOVER.
BUT THERE'S ONE MADMAN WHO MAKES THEM ALL LOOK LIKE AMATEURS.
HELLINGER.
3

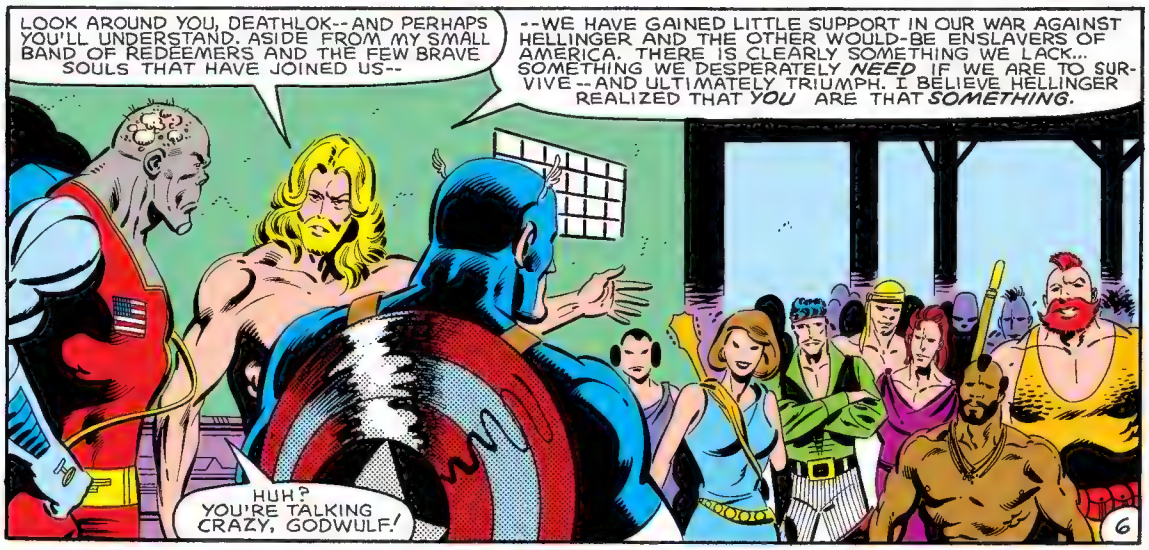
HELLINGER. DEATHLOK SPITS THAT NAME LIKE THE VILEST OF CURSES. ONE CURSE AMONG MANY IN THIS FUTURE AMERICA.
AMERICA. MY AMERICA! REDUCED TO THIS... THIS SHAMBLES. THIS MOCKERY. AND WHAT OF HER PEOPLE? WHAT OF MY FRIENDS? THE AVENGERS, DEFENDERS, F.F., X-MEN... ALL DEAD? BUT, DOESN'T THAT MEAN--THAT I'M DEAD, AS WELL?
...WELCOME TO OUR CENTRAL COMMAND POST, CAPTAIN. IT'S NOT MUCH--ALL THE TECHNOLOGY'S RATHER RAMSHACKLE...OUR MACHINES HAVE BEEN COBBLED TOGETHER FROM POST-WAR LEFTOVERS--
--BUT WE GET BY--EH, MY FRIEND?
DO YOU SEE? GODWULF BRINGS YESTERDAY WITH HIM--AS I SAID HE WOULD!
AND BERNIE? WHERE IS BERNIE? THE ONE SOUL I CHERISH MORE THAN ANY ON GOD'S GREEN EARTH. WHAT IF SHE'S--
NO. IT DOESN'T PAY TO THINK ABOUT THAT. CONCENTRATE ON NOW, CAP. ON THESE PEOPLE GODWULF IS GREETING SO WARMLY. WHAT ARE THEIR NAMES?
THE PALE, THIN ONE IS CALLED SAGE. HE'S GOT THE LOOK OF THE DREAMER ABOUT HIM. OR THE LOOK OF--ONE WHO KNOWS.
THAT'S SWASH-BUCKLER BESIDE HIM. HE'S AN EASY ONE TO READ. DOUGLAS FAIRBANKS AND ERROL FLYNN ALL THE WAY.
GENTLE SAM HE CALLED THE BIG ONE--AND I CAN SEE WHY. DESPITE HIS GIRTH, DESPITE THOSE MASSIVE ARMS THAT COULD CRUSH A BEAR, HE'S GOT THE EYES OF A CHILD, SO OPEN AND WARM.
WHAT'S THAT HE CALLED THE SHORT ONE? BIG MAN? HIS EYES ARE DARK, ANGRY. A BORN SCRAPPER IF I EVER SAW ONE.
AND THE WOMAN. IRON BUTTERFLY. FROM THE LOOK ON HER FACE, THERE'S SOMETHING BETWEEN HER AND GODWULF THAT GOES FAR BEYOND MERE COMRADERIE.
IN FACT THE BOND BETWEEN THE ENTIRE GROUP SEEMS ALMOST --PALPABLE.
4

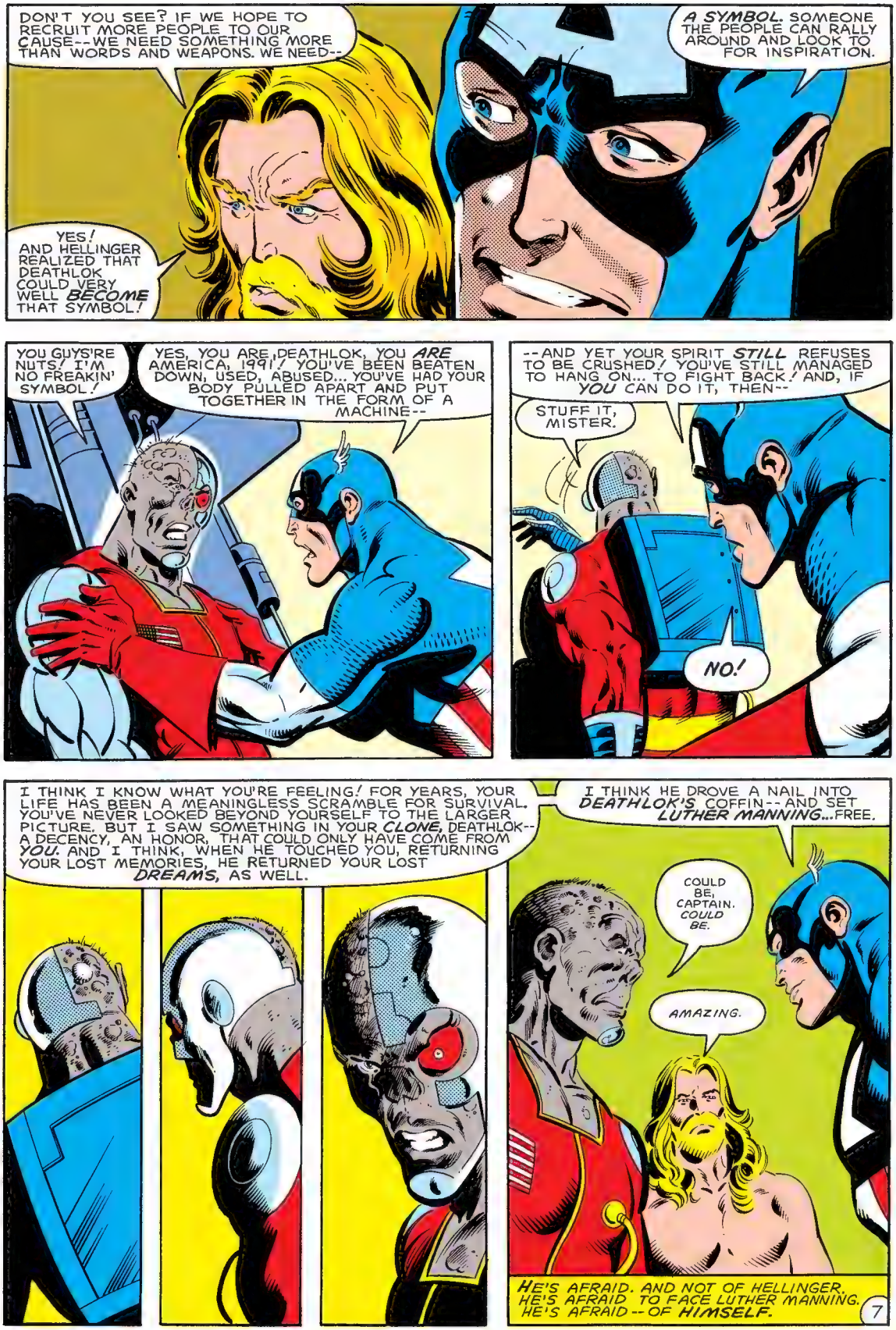
THE AWE ON THEIR FACES AS THEY GREET ME IS... WELL... I DON'T THINK I'LL EVER GET USED TO IT. I HAVE TO KEEP REMINDING MYSELF THAT IT'S NOT STEVE ROGERS WHO EVOKES THIS RESPONSE. IT'S THE COSTUME. IT'S THE SYMBOL.
YOUR VERY PRESENCE HERE HONORS US, SIR.
WHAT HE SAID.
AT LAST I MEET A MAN MY EQUAL IN DERRING-DO!
I LEARN ABOUT THEM AS WE TALK. THEY WERE ALL Nth COMMANDOS; MERCENARIES WHO DIDN'T CONSIDER THE RAMIFICATIONS OF THEIR ACTIONS UNTIL IT WAS...TOO LATE.
AND NOW THEY'RE STRIVING-- AGAINST ALL ODDS TO BUILD SOME MEANING FROM THE CHAOS THEY BROUGHT ON. TO ATONE.
WHAT ABOUT HELLINGER, GODWULF?
I WAS JUST GETTING TO THAT, MY FRIEND.
...TAKE A GOOD LOOK, CAPTAIN. THAT'S HARLAN RYKER. CODE NAME: HELLINGER. A FORMER BRAND RESEARCHER WHO DID BREAKTHROUGH WORK IN BIONICS AND CYBERNETICS.
YOU CAN SAY THAT AGAIN. AND YOU'RE LOOKIN' AT HIS PRIZE GUINEA PIG.
YOU MEAN--?
YOU GOT IT, MISTER FLAG. THAT'S THE GUY WHO TOOK THE DEAD MEAT THAT WAS LUTHER MANNING-- AND TURNED 'IM INTO DEATHLOK.
EXACTLY. AFTER THE... MADNESS OF THE 80s--HELLINGER WORKED FOR THE MILITARY MACHINE AS HEAD OF PROJECT: ALPHA-MECH, WHICH WAS DESIGNED TO CREATE AN ARMY OF CYBORIZED SUPER-SOLDIERS.
BUT HE TOOK HIS PRECIOUS PROJECT AND BROKE AWAY FROM THE MILITARY.
5

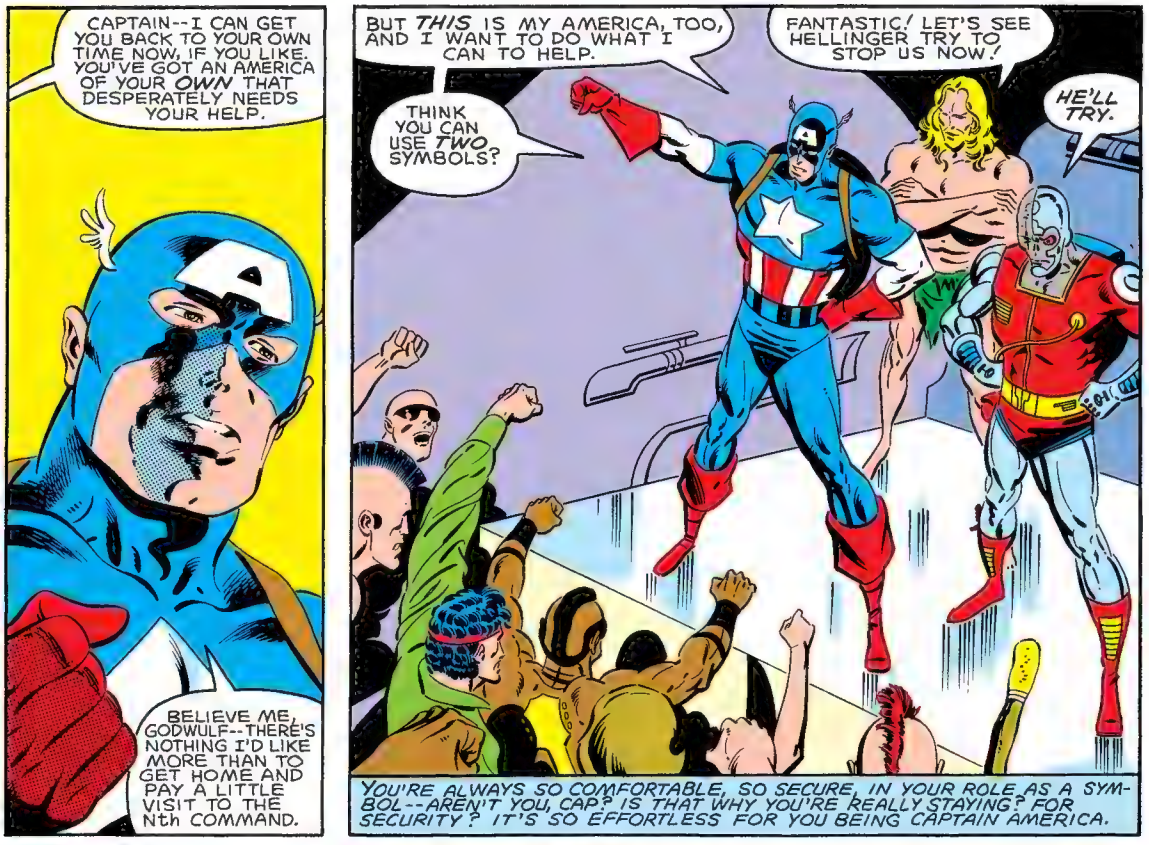

DO GO ON, DEAR GODWULF.
HELLINGER LATER ADVANCED THE EXPERIMENTS BEYOND THE SUPER-SOLDIER STAGE. FROM WHAT WE'VE LEARNED, HIS NEW MECHS ARE WALKING PLUTONIUM BOMBS!
WHAT?!

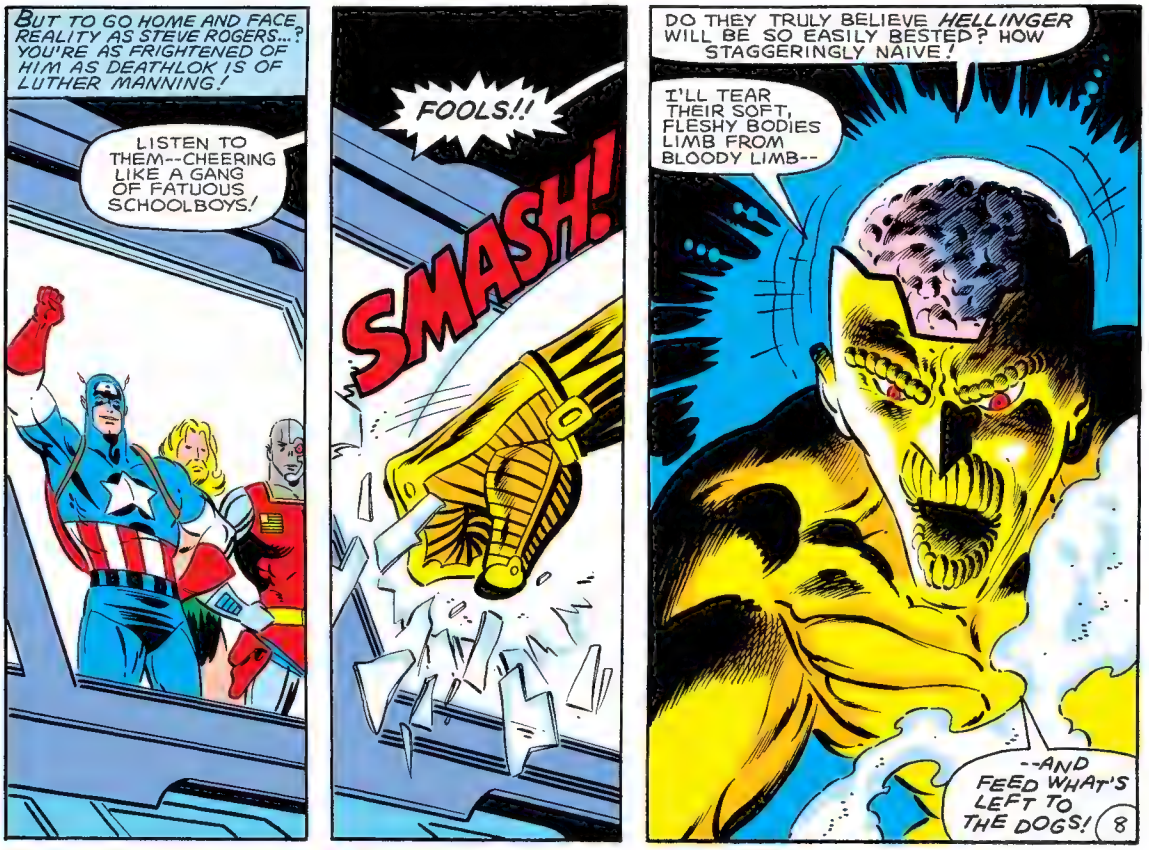
YOU HAVE TO UNDERSTAND, CAPTAIN--HELLINGER HAS RADICALLY CYBORGIZED HIMSELF. HE'S MORE MACHINE THAN MAN NOW. HE INTENDS TO DETONATE THESE ALPHA-MECHS AND WIPE OUT EVERY LIVING THING ON EARTH SO THAT HIS MACHINE FOLLOWERS--WHAT HE CALLS HOMO-ASCENDANT--CAN RULE.
WE'VE DONE ENOUGH DAMAGE TO THIS WORLD WITHOUT STANDING BY AND LETTING THAT MADMAN DESTROY THE LITTLE THAT'S LEFT!


REAL SWEET, GODWULF. BUT YOU STILL HAVEN'T EXPLAINED WHY YOU SENT ME ZAPPIN' OFF INTO TIME--OR WHY YOU SENT MY CLONE OUT LOOKIN' T'FIND ME!
I ONLY INTENDED TO TEMPORARILY DIS-PLACE YOU IN TIME SO THAT HELLINGER WOULD LOSE TRACK OF YOU. UNFORTUNATELY, SOME FORCE IN THE PAST PULLED YOU AWAY FROM ME. *
WHEN I ENCOUNTERED YOUR CLONE--WHO HAD BEEN DESPERATELY SEARCHING FOR YOU, CERTAIN YOU WERE STILL ALIVE IN ANOTHER ERA--I OFFERED HIM THE CHANCE TO PROVE HIS THEORY.
*SEE MARVEL SPOTLIGHT #33 AND MARVEL TWO-IN-ONE #27.
THERE'S ONLY ONE HOLE IN YOUR FAIRY-TALE, BUDDY: WHY THE DEVIL SHOULD HELLINGER BE SO HOT ON TRACKIN' ME IN THE FIRST PLACE?

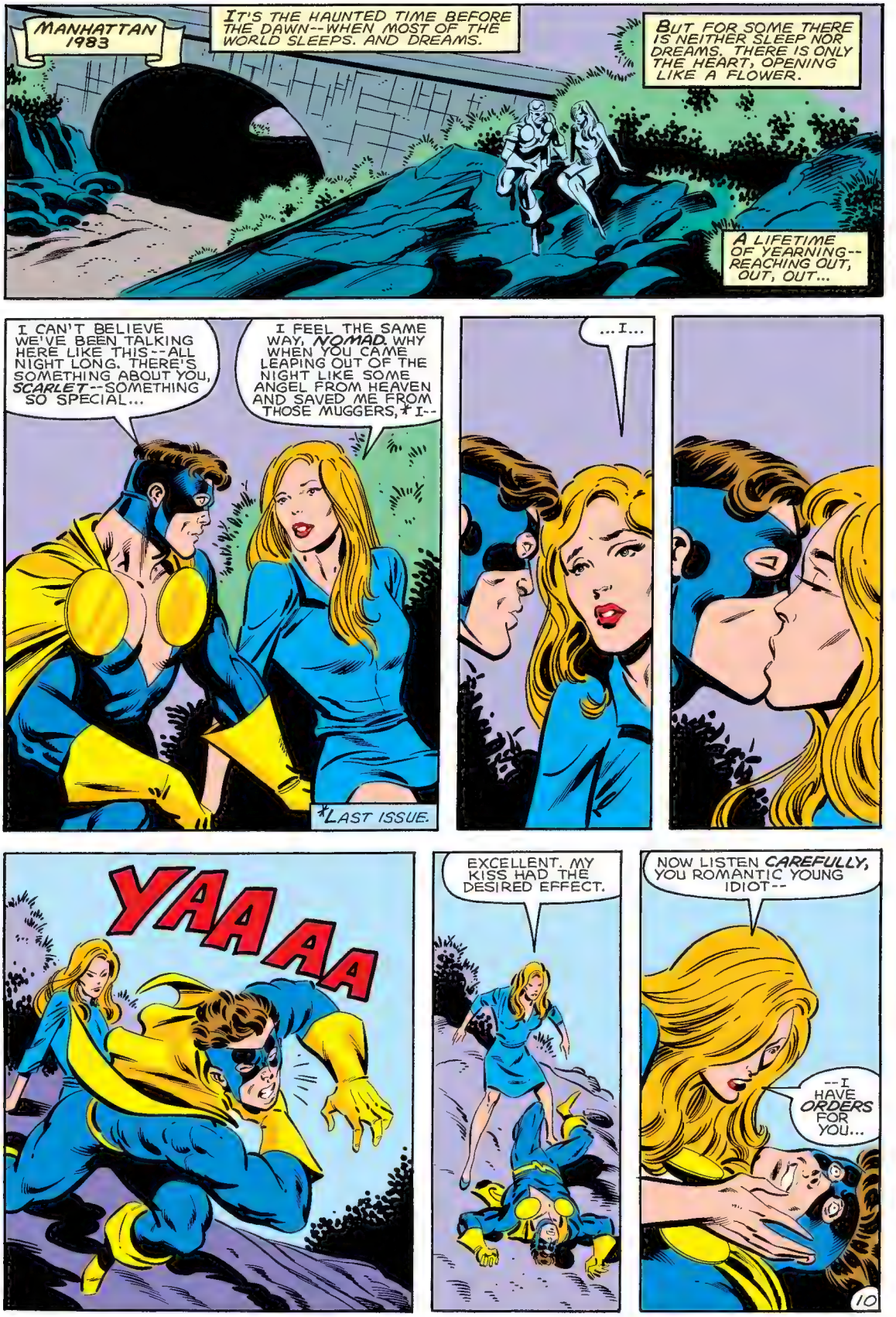

LOOK AROUND YOU, DEATHLOK--AND PERHAPS YOU'LL UNDERSTAND. ASIDE FROM MY SMALL BAND OF REDEEMERS AND THE FEW BRAVE SOULS THAT HAVE JOINED US--
--WE HAVE GAINED LITTLE SUPPORT IN OUR WAR AGAINST HELLINGER AND THE OTHER WOULD-BE ENSLAVERS OF AMERICA. THERE IS CLEARLY SOMETHING WE LACK... SOMETHING WE DESPERATELY NEED IF WE ARE TO SURVIVE--AND ULTIMATELY TRIUMPH. I BELIEVE HELLINGER REALIZED THAT YOU ARE THAT SOMETHING.
HUH? YOU'RE TALKING CRAZY, GODWULF!
6


DON'T YOU SEE? IF WE HOPE TO RECRUIT MORE PEOPLE TO OUR CAUSE--WE NEED SOMETHING MORE THAN WORDS AND WEAPONS. WE NEED--
A SYMBOL. SOMEONE THE PEOPLE CAN RALLY AROUND AND LOOK TO FOR INSPIRATION.
YES! AND HELLINGER REALIZED THAT DEATHLOK COULD VERY WELL BECOME THAT SYMBOL!
YOU GUYS'RE NUTS! I'M NO FREAKIN' SYMBOL!
YES, YOU ARE, DEATHLOK. YOU ARE AMERICA, 1991! YOU'VE BEEN BEATEN DOWN, USED, ABUSED... YOU'VE HAD YOUR BODY PULLED APART AND PUT TOGETHER IN THE FORM OF A MACHINE--
--AND YET YOUR SPIRIT STILL REFUSES TO BE CRUSHED! YOU'VE STILL MANAGED TO HANG ON... TO FIGHT BACK! AND, IF YOU CAN DO IT, THEN--
STUFF IT, MISTER.
NO!
I THINK I KNOW WHAT YOU'RE FEELING! FOR YEARS, YOUR LIFE HAS BEEN A MEANINGLESS SCRAMBLE FOR SURVIVAL. YOU'VE NEVER LOOKED BEYOND YOURSELF TO THE LARGER PICTURE. BUT I SAW SOMETHING IN YOUR CLONE, DEATHLOK--A DECENCY, AN HONOR, THAT COULD ONLY HAVE COME FROM YOU. AND I THINK, WHEN HE TOUCHED YOU, RETURNING YOUR LOST MEMORIES, HE RETURNED YOUR LOST DREAMS, AS WELL.
I THINK HE DROVE A NAIL INTO DEATHLOK'S COFFIN--AND SET LUTHER MANNING...FREE.
COULD BE, CAPTAIN. COULD BE.
AMAZING.
HE'S AFRAID. AND NOT OF HELLINGER. HE'S AFRAID TO FACE LUTHER MANNING. HE'S AFRAID--OF HIMSELF.
7

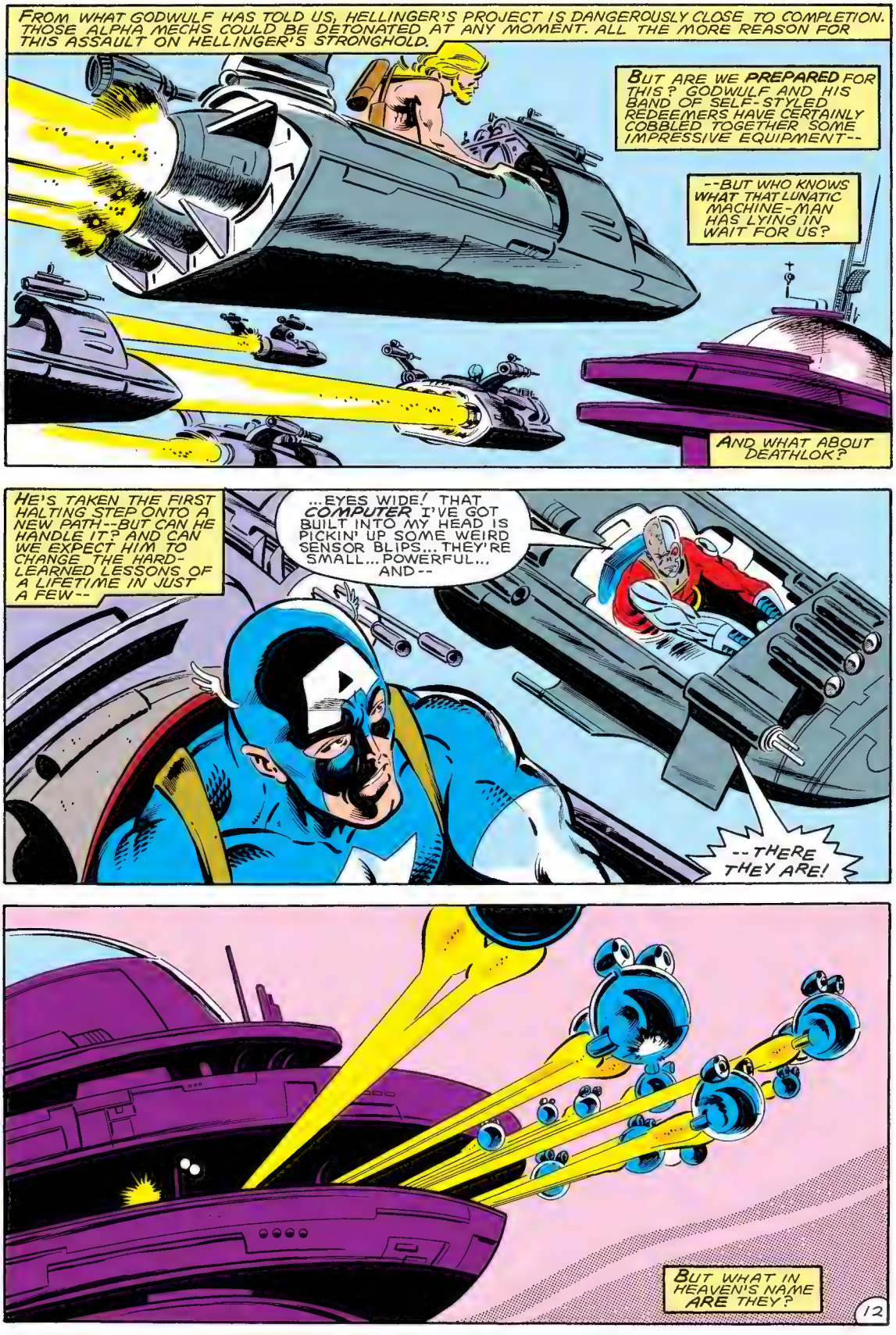

CAPTAIN--I CAN GET YOU BACK TO YOUR OWN TIME NOW, IF YOU LIKE. YOU'VE GOT AN AMERICA OF YOUR *OWN* THAT DESPERATELY NEEDS YOUR HELP.
BELIEVE ME, GODWULF--THERE'S NOTHING I'D LIKE MORE THAN TO GET HOME AND PAY A LITTLE VISIT TO THE Nth COMMAND.
BUT *THIS* IS MY AMERICA, TOO, AND I WANT TO DO WHAT I CAN TO HELP.
THINK YOU CAN USE *TWO* SYMBOLS?
FANTASTIC! LET'S SEE HELLINGER TRY TO STOP US NOW!
HE'LL TRY.
YOU'RE ALWAYS SO COMFORTABLE, SO SECURE, IN YOUR ROLE AS A SYMBOL--AREN'T YOU, CAP? IS THAT WHY YOU'RE REALLY STAYING? FOR SECURITY? IT'S SO EFFORTLESS FOR YOU BEING CAPTAIN AMERICA.

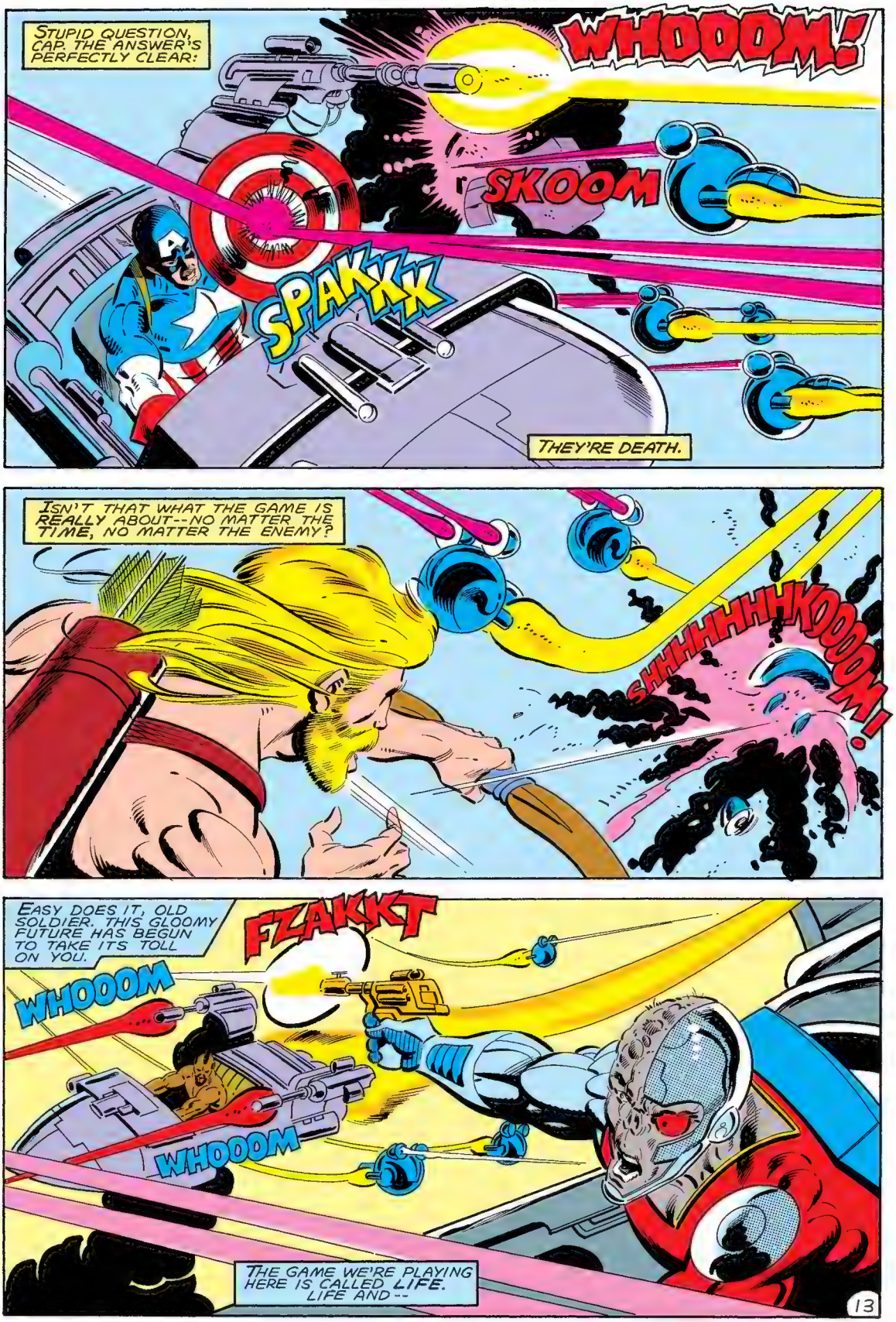

BUT TO GO HOME AND FACE REALITY AS STEVE ROGERS...? YOU'RE AS FRIGHTENED OF HIM AS DEATHLOK IS OF LUTHER MANNING!
LISTEN TO THEM--CHEERING LIKE A GANG OF FATUOUS SCHOOLBOYS!
FOOLS!!
SMASH!
DO THEY TRULY BELIEVE *HELLINGER* WILL BE SO EASILY BESTED? HOW STAGGERINGLY NAIVE!
I'LL TEAR THEIR SOFT, FLESHY BODIES LIMB FROM BLOODY LIMB--
--AND FEED WHAT'S LEFT TO THE DOGS!
8

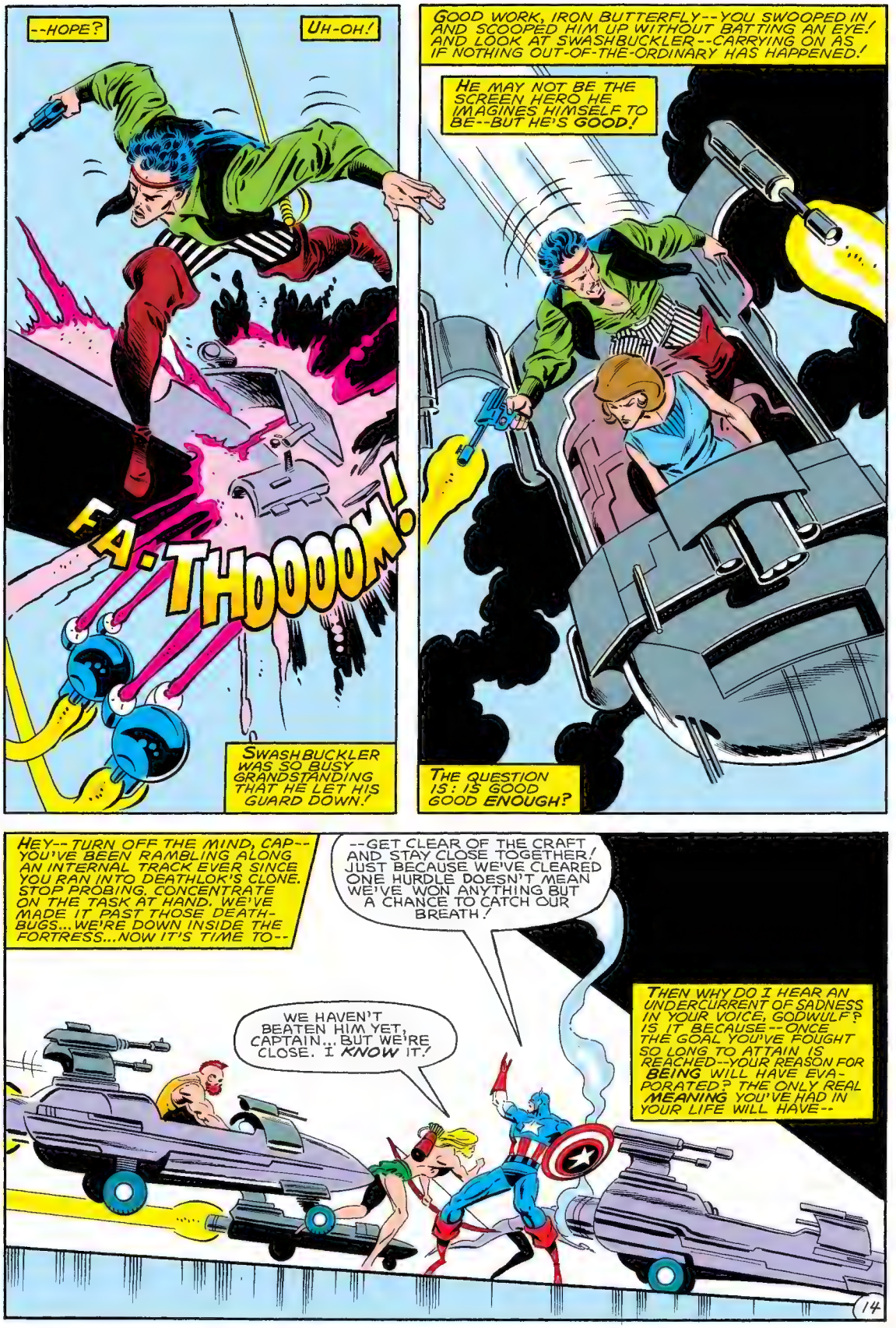
LONG ISLAND 1983
IT'S THE HAUNTED TIME BEFORE THE DAWN WHEN MOST OF THE WORLD SLEEPS AND DREAMS.
BUT FOR SOME, THERE IS NEITHER SLEEP NOR DREAMS. THERE IS ONLY THE MIND, ENDLESSLY CIRCLING IN ON ITSELF.
A WHIRLPOOL OF THOUGHT--GOING ROUND AND ROUND AND ROUND...
STEVE ROGERS...CAPTAIN AMERICA... STEVE ROGERS... CAPTAIN AMERICA...
CAN I LOVE THE ONE AND NOT THE OTHER?
I ONLY WISH I KNEW THE ANSWER TO THAT.
I TRY TO UNDERSTAND, STEVE, YOU KNOW I DO. HAVE I EVER ONCE ASKED YOU TO PUT ASIDE YOUR DUTIES AS CAP? HAVE I EVER ONCE ASKED YOU TO PUT ME FIRST?
BUT, WHY, THIS WEEKEND OF ALL WEEKENDS--WHEN WE'RE BOTH SUPPOSED TO BE HERE AT MY MOM AND DAD'S--
--DID YOU HAVE TO RACE OFF TO MAKE THE WORLD SAFE FOR DEMOCRACY?
...HEY, BERNIE-- I THOUGHT YOU WENT TO SLEEP HOURS AGO!
I DID, NANCE.
UNFORTUNATELY, SLEEP DE-CLINED THE INVITATION--
--SO I CAME DOWN HERE... TO THINK.
WELL, C'MON BACK UPSTAIRS. YOU'RE NOT GONNA DO YOURSELF ANY GOOD SITTING HERE LIKE A WORRIED MOMMA.
OKAY, KIDDO.
YOU'RE REALLY CRAZY ABOUT THIS GUY-- AREN'T YOU, BERNIE?
YOU SAID IT, KIDDO.
CRAZY.
9

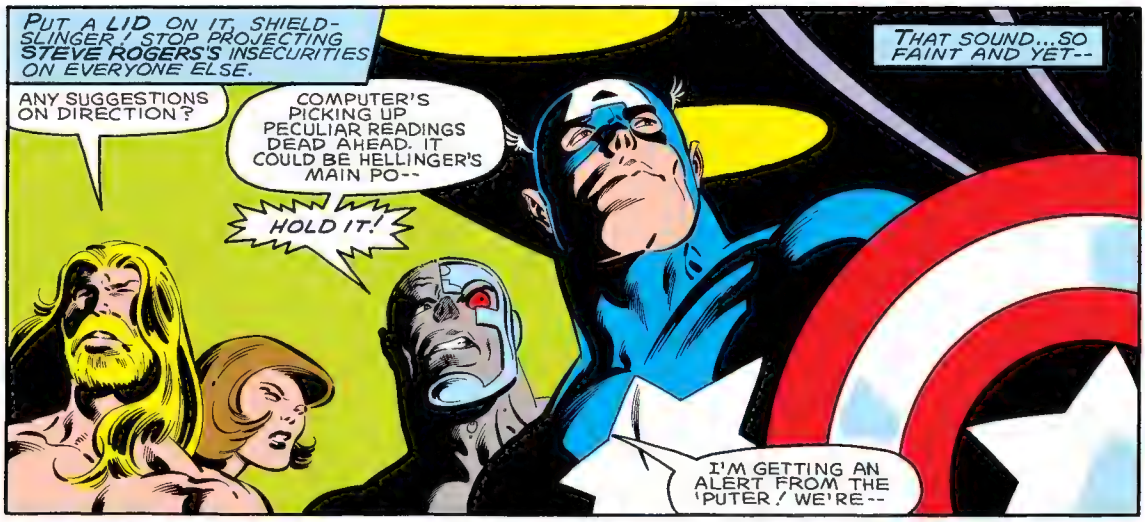

MANHATTAN 1983
IT'S THE HAUNTED TIME BEFORE THE DAWN--WHEN MOST OF THE WORLD SLEEPS. AND DREAMS.
BUT FOR SOME THERE IS NEITHER SLEEP NOR DREAMS. THERE IS ONLY THE HEART, OPENING LIKE A FLOWER.
A LIFETIME OF YEARNING--REACHING OUT, OUT, OUT...
I CAN'T BELIEVE WE'VE BEEN TALKING HERE LIKE THIS--ALL NIGHT LONG. THERE'S SOMETHING ABOUT YOU, SCARLET--SOMETHING SO SPECIAL...
I FEEL THE SAME WAY, NOMAD. WHY WHEN YOU CAME LEAPING OUT OF THE NIGHT LIKE SOME ANGEL FROM HEAVEN AND SAVED ME FROM THOSE MUGGERS, * I--
*LAST ISSUE.
...I...
YAAAA
EXCELLENT. MY KISS HAD THE DESIRED EFFECT.
NOW LISTEN CAREFULLY, YOU ROMANTIC YOUNG IDIOT--
--I HAVE ORDERS FOR YOU...
10

UPSTATE NEW YORK 1993
THEY COME.
DO THE FLESHLINGS THINK TO TAKE ME UNAWARES? ARE THEY THAT NAIVE?
OR PERHAPS THEY BELIEVE THAT CAPTAIN AMERICA AND DEATHLOK WILL ACT AS MYSTIC TALISMANS--WARDING OFF HELLINGER'S IMAGINED "EVIL"?
THAT WOULD NOT SURPRISE ME.
THEY ARE SO PRIMITIVE. SO MUCH THE PRANCING, IGNORANT NATIVES. IT IS TO SAVE THE WORLD FROM SUCH AS THEY THAT HOMO-ASCENDANT MUST RULE!
I LONG AGO REALIZED THAT MAN--POOR, PITIFUL MAN--HAS MADE THIS WORLD OVER INTO A CHARNEL HOUSE. HE HAS TAKEN AN ORDERED, LOGICAL UNIVERSE--AND REDUCED IT TO CHAOS.
IF THIS PLANET IS TO SURVIVE, IT MUST BE RULED BY A SPECIES THAT WORSHIPS ORDER--
--A SPECIES WHOSE MIND IS NOT POLLUTED BY TEN MILLION CONFLICTING SHADES OF GRAY!
AND WHEN MY ALPHA-MECHS--STRATEGICALLY STATIONED ACROSS THE GLOBE--FINALLY RECEIVE MY SIGNAL AND DETONATE, UNLEASHING THEIR NUCLEAR FURY--
--THE AGE OF THE FLESHLING WILL BE ENDED... AND THE NEW AGE OF HOMO-ASCENDANT WILL--
SKREEE
AH... THEY ARRIVE.
11


FROM WHAT GODWULF HAS TOLD US, HELLINGER'S PROJECT IS DANGEROUSLY CLOSE TO COMPLETION. THOSE ALPHA MECHS COULD BE DETONATED AT ANY MOMENT. ALL THE MORE REASON FOR THIS ASSAULT ON HELLINGER'S STRONGHOLD.
BUT ARE WE PREPARED FOR THIS? GODWULF AND HIS BAND OF SELF-STYLED REDEEMERS HAVE CERTAINLY COBBLED TOGETHER SOME IMPRESSIVE EQUIPMENT--
--BUT WHO KNOWS WHAT THAT LUNATIC MACHINE-MAN HAS LYING IN WAIT FOR US?
AND WHAT ABOUT DEATHLOK?
HE'S TAKEN THE FIRST HALTING STEP ONTO A NEW PATH--BUT CAN HE HANDLE IT? AND CAN WE EXPECT HIM TO CHANGE THE HARD-LEARNED LESSONS OF A LIFETIME IN JUST A FEW--
...EYES WIDE! THAT COMPUTER I'VE GOT BUILT INTO MY HEAD IS PICKIN' UP SOME WEIRD SENSOR BLIPS... THEY'RE SMALL... POWERFUL... AND--
--THERE THEY ARE!
BUT WHAT IN HEAVEN'S NAME ARE THEY?
12


STUPID QUESTION, CAP. THE ANSWER'S PERFECTLY CLEAR:
WHOOOM!
SKOOM
SPAKKK
THEY'RE DEATH.
ISN'T THAT WHAT THE GAME IS REALLY ABOUT--NO MATTER THE TIME, NO MATTER THE ENEMY?
SHHHHHHHKOOOM!
EASY DOES IT, OLD SOLDIER. THIS GLOOMY FUTURE HAS BEGUN TO TAKE ITS TOLL ON YOU.
FZAKKT
WHOOOM
WHOOOM
THE GAME WE'RE PLAYING HERE IS CALLED LIFE. LIFE AND--
13


--HOPE?
UH-OH!
FA-THOOOOM!
SWASHBUCKLER WAS SO BUSY GRANDSTANDING THAT HE LET HIS GUARD DOWN!
GOOD WORK, IRON BUTTERFLY--YOU SWOOPED IN AND SCOOPED HIM UP WITHOUT BATTING AN EYE! AND LOOK AT SWASHBUCKLER--CARRYING ON AS IF NOTHING OUT-OF-THE-ORDINARY HAS HAPPENED!
HE MAY NOT BE THE SCREEN HERO HE IMAGINES HIMSELF TO BE--BUT HE'S GOOD!
THE QUESTION IS: IS GOOD GOOD ENOUGH?
HEY--TURN OFF THE MIND, CAP--YOU'VE BEEN RAMBLING ALONG AN INTERNAL TRACK EVER SINCE YOU RAN INTO DEATHLOK'S CLONE. STOP PROBING. CONCENTRATE ON THE TASK AT HAND. WE'VE MADE IT PAST THOSE DEATH-BUGS...WE'RE DOWN INSIDE THE FORTRESS...NOW IT'S TIME TO--
--GET CLEAR OF THE CRAFT AND STAY CLOSE TOGETHER! JUST BECAUSE WE'VE CLEARED ONE HURDLE DOESN'T MEAN WE'VE WON ANYTHING BUT A CHANCE TO CATCH OUR BREATH!
WE HAVEN'T BEATEN HIM YET, CAPTAIN... BUT WE'RE CLOSE. I KNOW IT!
THEN WHY DO I HEAR AN UNDERCURRENT OF SADNESS IN YOUR VOICE, GODWULF? IS IT BECAUSE--ONCE THE GOAL YOU'VE FOUGHT SO LONG TO ATTAIN IS REACHED--YOUR REASON FOR BEING WILL HAVE EVAPORATED? THE ONLY REAL MEANING YOU'VE HAD IN YOUR LIFE WILL HAVE--
14

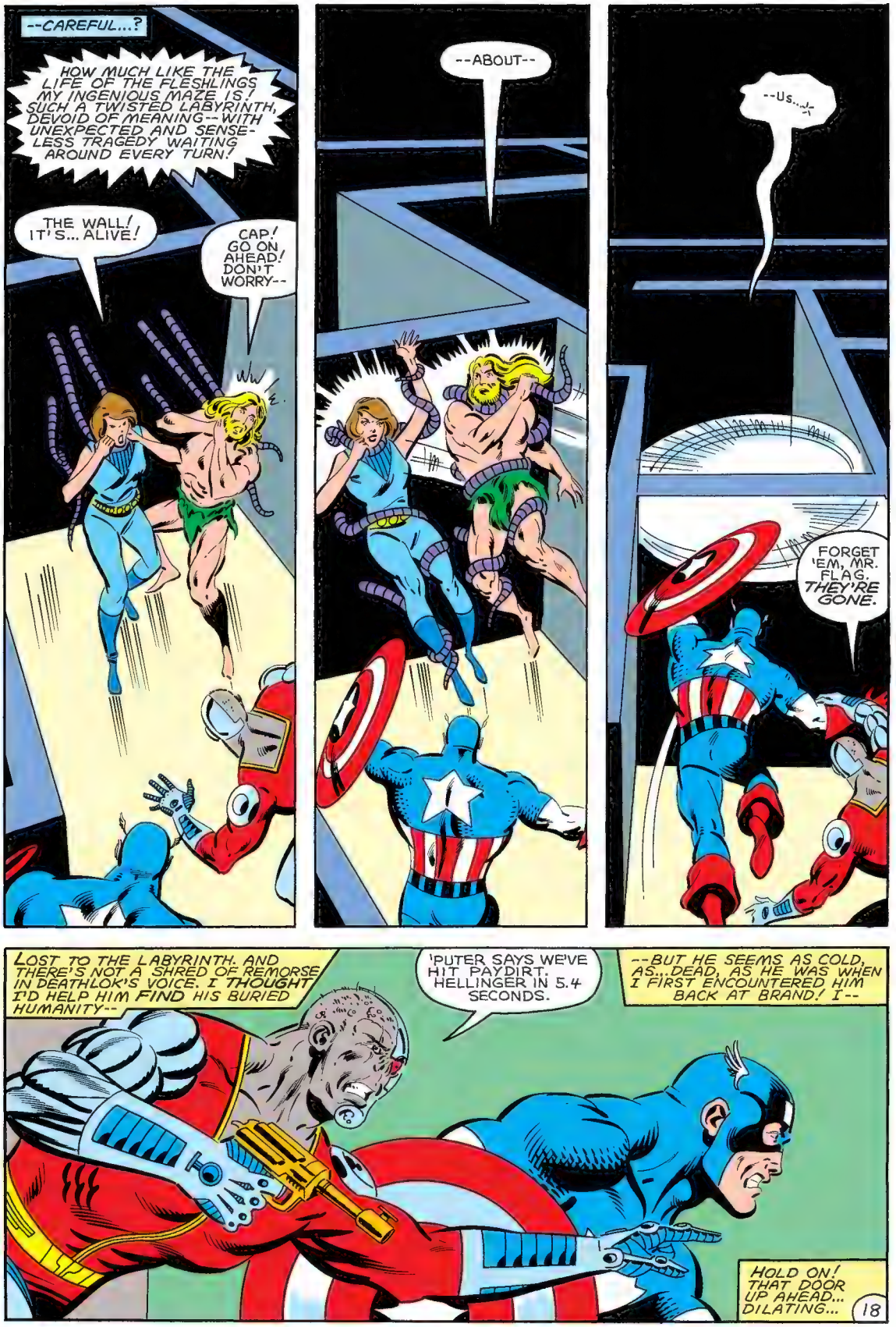

PUT A LID ON IT, SHIELD-SLINGER! STOP PROJECTING STEVE ROGERS'S INSECURITIES ON EVERYONE ELSE.
THAT SOUND...SO FAINT AND YET--
ANY SUGGESTIONS ON DIRECTION?
COMPUTER'S PICKING UP PECULIAR READINGS DEAD AHEAD. IT COULD BE HELLINGER'S MAIN PO--
HOLD IT!
I'M GETTING AN ALERT FROM THE 'PUTER./ WE'RE--

GOING DOWN!
AND IT LOOKS LIKE ONE DEVIL OF A DROP!
THERE ARE SOME KIND OF AIR-JETS UNDERNEATH US--BREAKING OUR FALL!

HELLINGER'S PLAYIN' GAMES WITH US, FLAG-MAN! HE KNEW WE WERE COMIN'-- AND HE WAS READY!
SO MUCH FOR GRAND SYMBOLS AND HIGH IDEALS, HUH, CAP?
15

WE FLUTTER HELPLESSLY GROUNDWARD--AND FIND OURSELVES IN THE CENTER OF WHAT APPEARS TO BE SOME KIND OF MASSIVE MAZE. DEATHLOK WAS RIGHT. HELLINGER WAS READY FOR US--AND NOW WE'RE TRAPPED LIKE LABORATORY MICE.
BUT THESE MICE ARE GOING TO FIND A WAY OUT OF THIS!
MY FRIENDS...I FEEL A DARKNESS... HOVERING AROUND US...IMMINENT DANGER...
CLAM UP, MR. MYSTIC! 'PUTER SAYS WE'RE IN THE CLEAR--FOR NOW.
INDEED, DEATHLOK? THEN HOW DO YOU EXPLAIN THE EFFORTLESS WAY IN WHICH HELLINGER SWEEPS THESE TWO FLESHLINGS--
HELLLLP!!
SAGE!
SWASH!
--UP--
--AND AWAY...
THAT'S CRAZY! THE 'PUTER DIDN'T GIVE ME EVEN A SECOND'S WARNING! AND NOW--THEY'RE GONE!
THIS WHOLE STINKIN' MAZE IS ONE GIANT TRAP--WAITING TO BE SPRUNG!
CORRECT, DEATHLOK. AND, AT THE MOMENT, ALL OF EARTH IS IN A SIMILAR STATE. FOR, IN SEVEN MINUTES, I INTEND TO KEY IN THE PROGRAM THAT WILL DETONATE MY ALPHA-MECHS AND BEGIN THE AGE OF HOMO-ASCENDANT.
YOU HAVE THAT LONG TO WEND YOUR YOUR WAY THROUGH MY MAZE AND ATTEMPT TO STOP ME, IF YOU DARE!
OH, WE DARE, HELLINGER. WE DARE!
16

I WOULD NOT WORRY OVERMUCH, MY LITTLE FLESHLINGS. YOUR FRIENDS ARE STILL ALIVE AND WELL. FOR YOU SEE-- HELLINGER HAS LOOKED DOWN UPON YOU... AND SMILED.
HEY! THIS WALL WASN'T HERE A SECOND AGO!
I DON'T LIKE THE SMELL O' THIS!
EVERYONE JUST KEEP MOVIN'! I THINK I'VE GOT A FIX ON HELLINGER'S MAIN CONTROL ROOM!
YOU ARE ALL BRED OF A HARDY STOCK--AND I INTEND TO REMOLD YOU IN MY IMAGE. WHEN THE EARTH DIES, YOU SHALL BE REBORN... AS HOMO-ASCENDANT.
SONUVA--! WE'RE BLOCKED!
C'MON, SAMMY--DO YOUR THING! BUST US A HOLE OUTTA HERE!
NO!
WHEN YOU AWAKEN, YOU WILL HAVE PASSED BEYOND DEATH... BEYOND PAIN, CHAOS, AND ILLOGIC... BEYOND MAN AND MACHINE!
C-CAN'T DO IT, BIG MAN... GAS... TOO MUCH... SO... SORRY...
WE'VE LOST THEM.
AND FOR THE SECOND TIME, DEATHLOK'S FAULTLESS COMPUTER GAVE US NO WARNING!
WHAT ARE YOU IDIOTS LAGGING BEHIND FOR? THOSE TWO DON'T MATTER! IT'S HELLINGER WE'VE GOTTA STOP!
WHY, YOU HEARTLESS, INHUMAN--!
NOT NOW, BUTTERFLY!
EVERYONE JUST KEEP MOVING! AND, IN HEAVEN'S NAME, KEEP YOUR EYES WIDE AND BE--
17


--CAREFUL...?
HOW MUCH LIKE THE LIFE OF THE FLESHLINGS MY INGENIOUS MAZE IS! SUCH A TWISTED LABYRINTH, DEVOID OF MEANING--WITH UNEXPECTED AND SENSELESS TRAGEDY WAITING AROUND EVERY TURN!
THE WALL! IT'S... ALIVE!
CAP! GO ON AHEAD! DON'T WORRY--
--ABOUT--
--Us...
FORGET 'EM, MR. FLAG. THEY'RE GONE.
LOST TO THE LABYRINTH. AND THERE'S NOT A SHRED OF REMORSE IN DEATHLOK'S VOICE. I THOUGHT I'D HELP HIM FIND HIS BURIED HUMANITY--
'PUTER SAYS WE'VE HIT PAYDIRT. HELLINGER IN 5.4 SECONDS.
--BUT HE SEEMS AS COLD, AS...DEAD, AS HE WAS WHEN I FIRST ENCOUNTERED HIM BACK AT BRAND! I--
HOLD ON! THAT DOOR UP AHEAD... DILATING...
18

THE EYES THAT LOCK ON MINE ARE METALLIC, COLD, MESMERIZING. SOMETHING IN THEM ROOTS ME TO THE SPOT.
GREETINGS, CAPTAIN AMERICA. AS THE LIVING SYMBOL OF THE NEW ORDER, I AM HONORED TO STAND BEFORE THE LIVING SYMBOL OF THE OLD.
UNFORTUNATELY, YOUR STUBBORN, UNSHAKEABLE BELIEF IN THE INHERENT DECENCY AND NOBILITY OF HUMANKIND MARKS YOU AS A DANGEROUS ANACHRONISM THAT MUST BE ELIMINATED.
THE OTHERS HAVE DOUBT. THEY CAN BE REBORN AS MY SERVANTS. BUT YOU? NEVER! I SENSE THAT, EVEN NOW, YOU ARE BREAKING FREE OF MY HYPNOTIC GRIP!
DEATHLOK, IF YOU WILL...?
DEATHLOK?
FRAKKKT
???!!!
EXCELLENT, CYBORG!
ONCE YOU ENTERED MY DIRECT SPHERE OF INFLUENCE, IT WAS SIMPLICITY ITSELF TO USE MY MACHINES TO WREST CONTROL OF YOUR COMPUTER-MIND AND USURP YOUR PALTRY WILL!
PERHAPS YOU WERE WITHIN REACH OF REGAINING YOUR HUMANITY --BUT I HAVE SEEN TO IT THAT YOUR FOOLISH HOPES HAVE BEEN DASHED FOREVER! YOU ARE MINE NOW.
AND NOW, IF YOU WILL EXCUSE ME, THE TIME HAS COME TO KEY IN THE FINAL PROGRAM--
19

--AND RE-CREATE A WORLD?
WHY AM I STILL ALIVE?
DEATHLOK COULD HAVE RIPPED ME APART WITH THAT LASER, BUT HE DIDN'T. HE DIDN'T!
THAT MEANS THERE'S A SPARK OF LUTHER MANNING STILL ALIVE IN THERE!
LOOK AT ME, DEATHLOK! BLAST YOU-- LOOK IN MY EYES! REMEMBER EVERYTHING WE'VE BEEN THROUGH THESE PAST HOURS-- ALL WE'VE SHARED--
--ALL... HE GAVE YOU...WITH HIS DYING BREATH!
LIVE, MANNING, LIVE!!!
AND LET ALL MANKIND--
KRAKOOOOM!
FRAKT
--LIVE WITH YOU!
20

I'M NOT A MACHINE, HELLINGER--YOU GOT THAT? NOT NOW--NOT EVER!
I'M A MAN!
I'M A MAN!
I'M A MAN!!!!
SHA-DA-DOOOOM!!
ILLOGICAL... ILLOGICAL... ILLOGICAKKKKKK-!-
21

THE ENTIRE FORTRESS DIES WITH HELLINGER. MACHINERY SHORT CIRCUITS, IMPLODES, SCREAMS. AND THEN-- SILENCE.
THE MAZE SEEMS TO HAVE GROWN... TIRED OF US. EVERYTHING ALL RIGHT HERE?
RIGHT AS RAIN.
S'LONG, HELLINGER. LONG MAY YOU ROT.
HE MAY BE GONE, DEATHLOK--BUT THERE'S A WHOLE WORLD OUT THERE THAT'S STILL IN ONE DEVIL OF A MESS. A WORLD THAT NEEDS ALL THE HELP IT CAN GET.
SOUNDS T'ME LIKE YOU'RE LOOKIN' FOR VOLUNTEERS.
I AM.
WELL, THEN-- I GUESS YOU'VE GOT ONE.
SOMEHOW, I KNEW YOU WERE GOING TO SAY THAT--
--LUTHER.
THE FUTURE IS IN GOOD HANDS. WHAT I'VE GOT TO WORRY ABOUT NOW... IS THE PAST.
NEXT: CAP BACK IN THE 80s, SINGLE-HANDEDLY TAKING ON THE N-TIRE Nth COMMAND! DON'T MISS -- "TOMORROW, THE WORLD!"

MARVEL
CAPTAIN AMERICA
CAPT. AMERICA
MC
MARVEL COMICS
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TM
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JAN
02453
APPROVED BY THE COMICS CODE AUTHORITY
AS LONG AS THE EDITOR OF THIS COMIC BOOK IS ON VACATION, I'M THE HEAD GUY AROUND HERE!!
HOLY SOX! MOSKULL HAS TAKEN CAPTAIN AMERICA... HE'S DOOMED!
AS THE CREATIVE TEAM ON THIS BOOK, IT'S UP TO US TO DO SOMETHING!
WE'LL DO SOMETHING, ALL RIGHT-- WE'LL LOSE OUR JOBS!
Warning: Surgeons Have Generally Determined That Assistant Editors' Month Is Dangerous to Your Health.
MZ JB
WAIT! HERE COMES BERNIE AMERICA TO SAVE THE DAY!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

TOMORROW, THE WORLD?

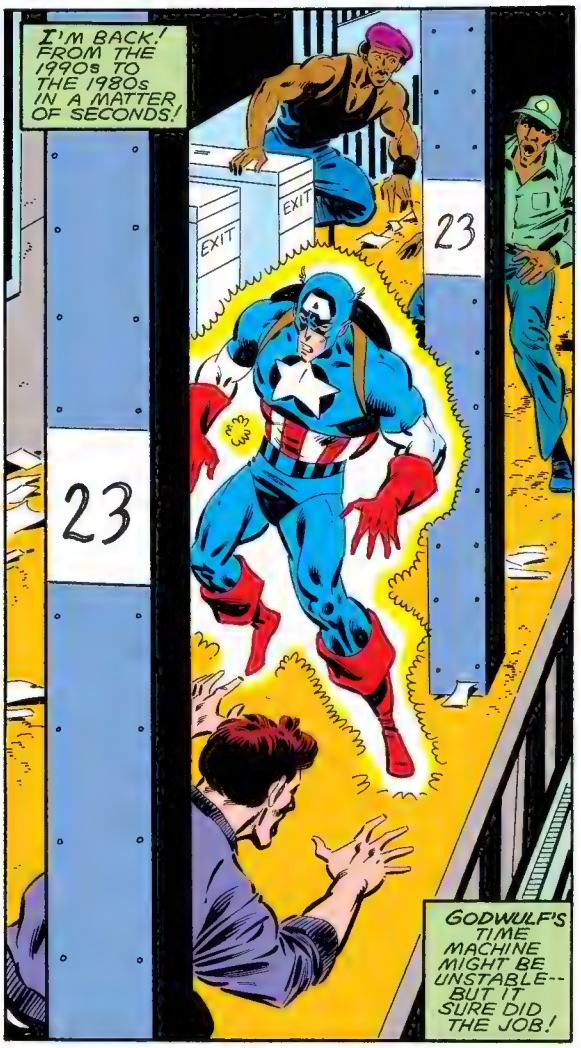
...GOOD MORNING, GENTLEMEN. I, AS YOU WELL KNOW, AM ALBERT DeVOOR-- DIRECTOR OF THE Nth PROJECT.
I HAD ORIGINALLY INTENDED TO ALLOW ONE OF MY UNDERLINGS THE...PLEASURE OF BRIEFING YOU--BUT, CONSIDERING THE IMPORT OF WHAT WE ARE DOING HERE TODAY--
--WELL, I JUST DON'T THINK SOME UNDERLING COULD DO THE JOB PROPERLY. SO --HERE I AM.. HERE YOU ARE. AND THE WORLD?
THE WORLD AWAITS.

J.M. DeMATTEIS · MIKE ZECK · JOHN BEATTY · BOB SHAREN · DIANA ALBERS · MIKE CARLIN · JIM SHOOTER
SCRIPTER PENCILER INKER COLORIST LETTERER EDITOR CHIEF

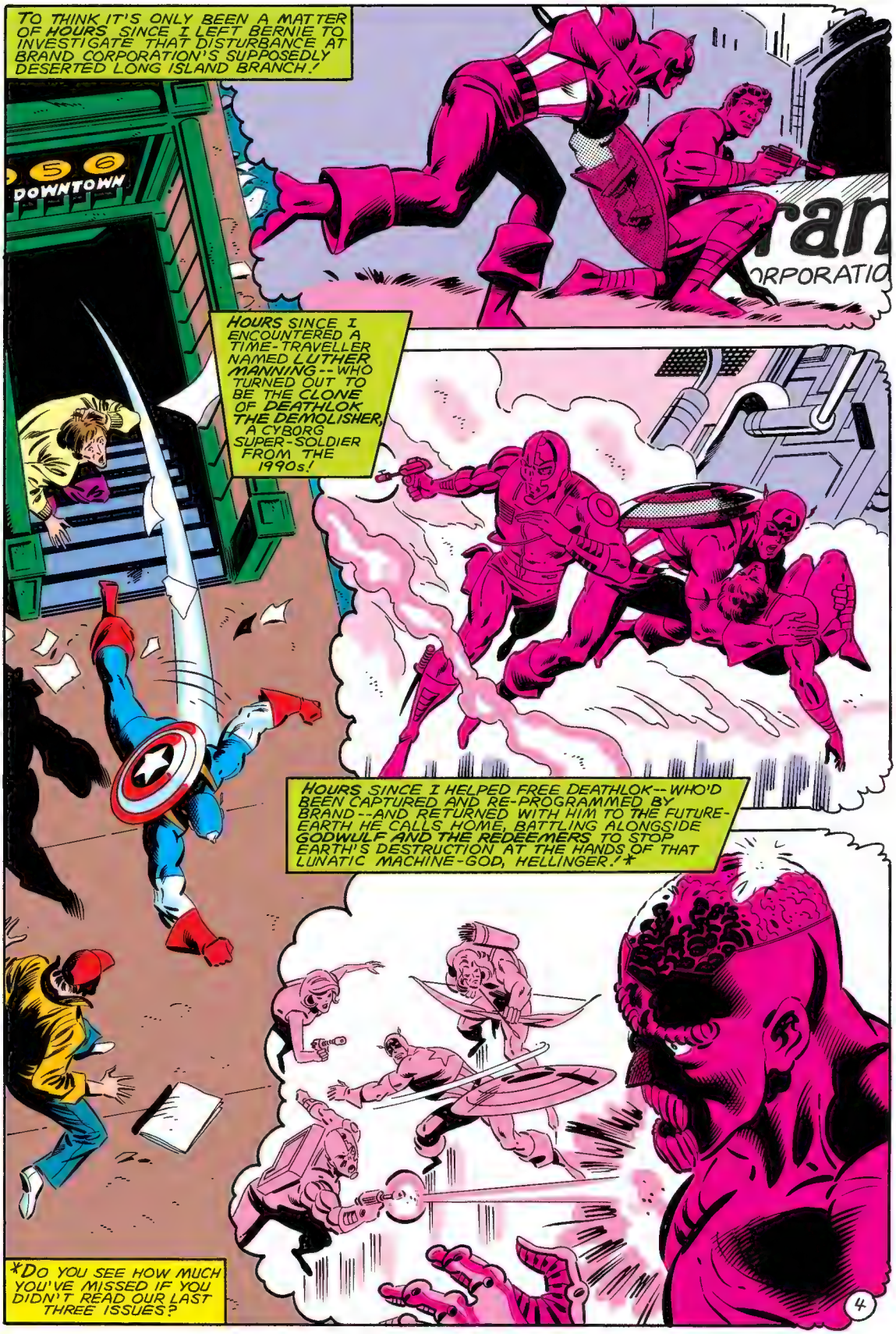
IT HAS TAKEN ALMOST A DECADE TO REACH THIS MOMENT. A DECADE OF INTENSIVE RESEARCH BY SOME OF THE FINEST MINDS ON THIS PLANET. A DECADE OF EQUALLY-INTENSIVE TRAINING FOR ALL OF YOU--OUR Nth COMMANDOS.
BILLIONS OF DOLLARS HAVE BEEN POURED INTO THIS PROJECT BY THE BRAND CORPORATION AND ITS PARENT GROUP, ROXXON OIL. THE TIME HAS NOW COME TO RECOUP OUR INVESTMENT
EACH OF YOU HOLDS AN Nth PROJECTOR--A DEVICE CAPABLE OF PROJECTING ANY PERSON OR THING INTO AN ALTERNATE DIMENSION. WE, OF COURSE, ARE NOT INTERESTED IN JUST ANYONE.
WE WISH TO ERADICATE FROM THIS REALITY ALL SO-CALLED SUPER-HEROES. ALTHOUGH, FOR TODAY, WE ARE PRIMARILY CONCERNED WITH THREE SPECIFIC GROUPS--
"--THE AVENGERS--
"THE FANTASTIC FOUR--
"AND THE MUTANT X-MEN.
"EACH OF THESE TEAMS WILL BE CONTACTED BY A COMMANDO UNIT AND PROJECTED INTO A DECIDEDLY HOSTILE REALITY--WHERE DEATH WILL BE PAINFUL... AND QUICK."
2

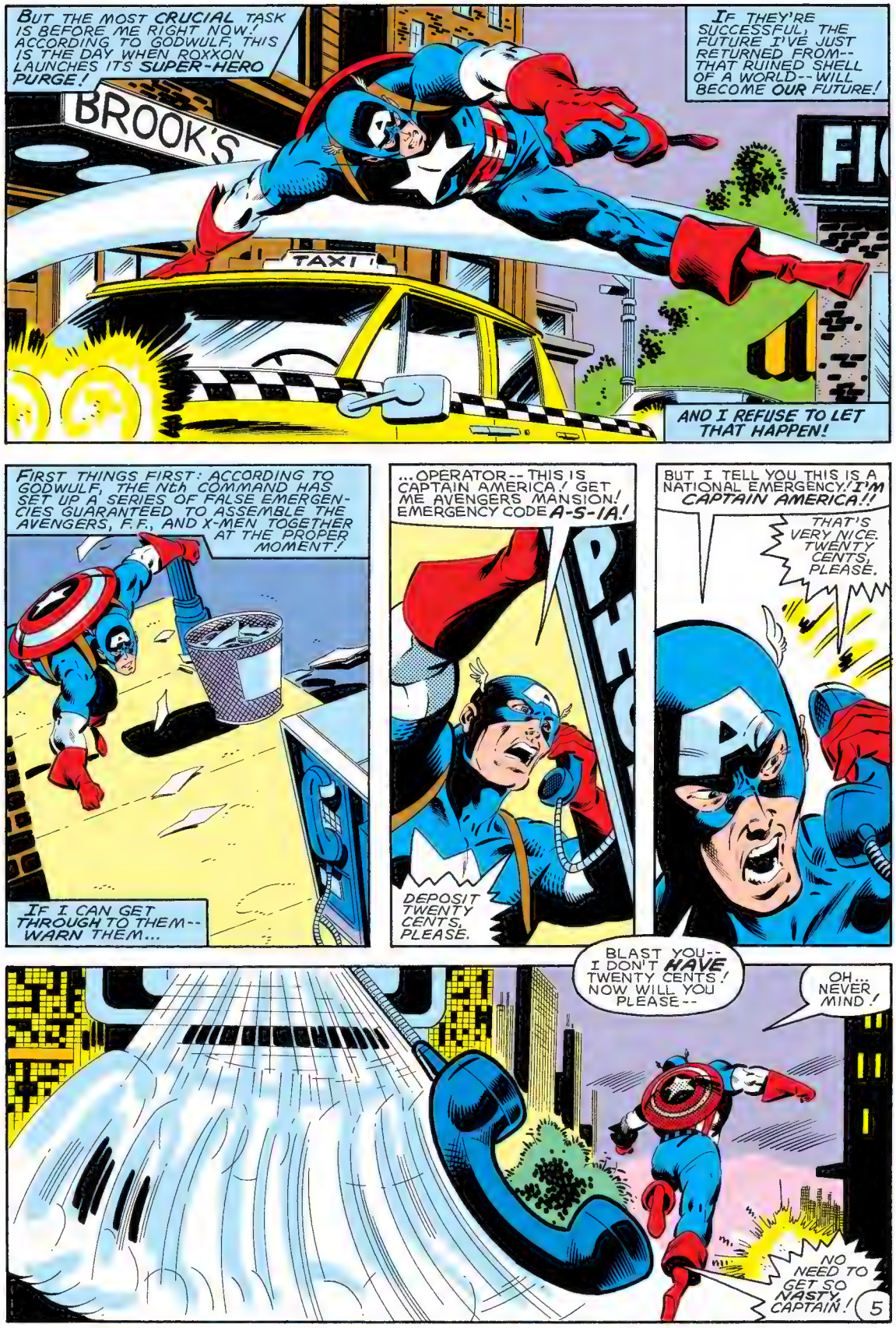
WHILE THOSE THREE SUPER-COLLECTIVES ARE BEING ANNIHILATED, OTHER DESIGNATED COMMANDO UNITS WILL BE STALKING THE VARIOUS MEMBERS OF *THE DEFENDERS*--AS WELL AS THE NUMEROUS *SOLO* OPERATIVES... *SPIDER-MAN, DAREDEVIL, MOON KNIGHT, POWER MAN* AND OTHERS.
AT THIS SAME HOUR TOMORROW, WHEN OUR GENERATORS HAVE HAD TIME TO RETURN TO MAXIMUM POWER-LEVELS, THESE SUPER HUMANS, TOO, WILL BE ELIMINATED.

WITHIN A WEEK, THERE WILL BE NO SUPER HUMANS LEFT ALIVE IN THE UNITED STATES. THE ROAD TO REVOLUTION WILL BE CLEARED.
ROXXON WILL HAVE AMERICA. AND AMERICA WILL SOON HAVE--
--THE WORLD.


I'M BACK! FROM THE 1990s TO THE 1980s IN A MATTER OF SECONDS!
EXIT
EXIT
23
23
GODWULF'S TIME MACHINE MIGHT BE UNSTABLE--BUT IT SURE DID THE JOB!

AND NOW *CAPTAIN AMERICA* HAS HIS JOB TO DO!
TOKEN ENTRY
TOKEN ENTRY
3


TO THINK IT'S ONLY BEEN A MATTER OF HOURS SINCE I LEFT BERNIE TO INVESTIGATE THAT DISTURBANCE AT BRAND CORPORATION'S SUPPOSEDLY DESERTED LONG ISLAND BRANCH!
DOWNTOWN
HOURS SINCE I ENCOUNTERED A TIME-TRAVELLER NAMED LUTHER MANNING -- WHO TURNED OUT TO BE THE CLONE OF DEATHLOK THE DEMOLISHER, A CYBORG SUPER-SOLDIER FROM THE 1990s!
HOURS SINCE I HELPED FREE DEATHLOK -- WHO'D BEEN CAPTURED AND RE-PROGRAMMED BY BRAND -- AND RETURNED WITH HIM TO THE FUTURE-EARTH HE CALLS HOME, BATTLING ALONGSIDE GODWULF AND THE REDEEMERS TO STOP EARTH'S DESTRUCTION AT THE HANDS OF THAT LUNATIC MACHINE-GOD, HELLINGER!*
*DO YOU SEE HOW MUCH YOU'VE MISSED IF YOU DIDN'T READ OUR LAST THREE ISSUES?
4


BUT THE MOST CRUCIAL TASK IS BEFORE ME RIGHT NOW! ACCORDING TO GODWULF, THIS IS THE DAY WHEN ROXXON LAUNCHES ITS SUPER-HERO PURGE!
BROOK'S
TAXI
IF THEY'RE SUCCESSFUL, THE FUTURE I'VE JUST RETURNED FROM--THAT RUINED SHELL OF A WORLD--WILL BECOME OUR FUTURE!
AND I REFUSE TO LET THAT HAPPEN!
FIRST THINGS FIRST: ACCORDING TO GODWULF, THE Nth COMMAND HAS SET UP A SERIES OF FALSE EMERGENCIES GUARANTEED TO ASSEMBLE THE AVENGERS, F.F., AND X-MEN TOGETHER AT THE PROPER MOMENT!
IF I CAN GET THROUGH TO THEM--WARN THEM...
...OPERATOR--THIS IS CAPTAIN AMERICA! GET ME AVENGERS MANSION! EMERGENCY CODE A-S-IA!
DEPOSIT TWENTY CENTS, PLEASE.
BUT I TELL YOU THIS IS A NATIONAL EMERGENCY! I'M CAPTAIN AMERICA!!
THAT'S VERY NICE. TWENTY CENTS, PLEASE.
BLAST YOU--I DON'T HAVE TWENTY CENTS! NOW WILL YOU PLEASE--
OH... NEVER MIND!
NO NEED TO GET SO NASTY, CAPTAIN!
5

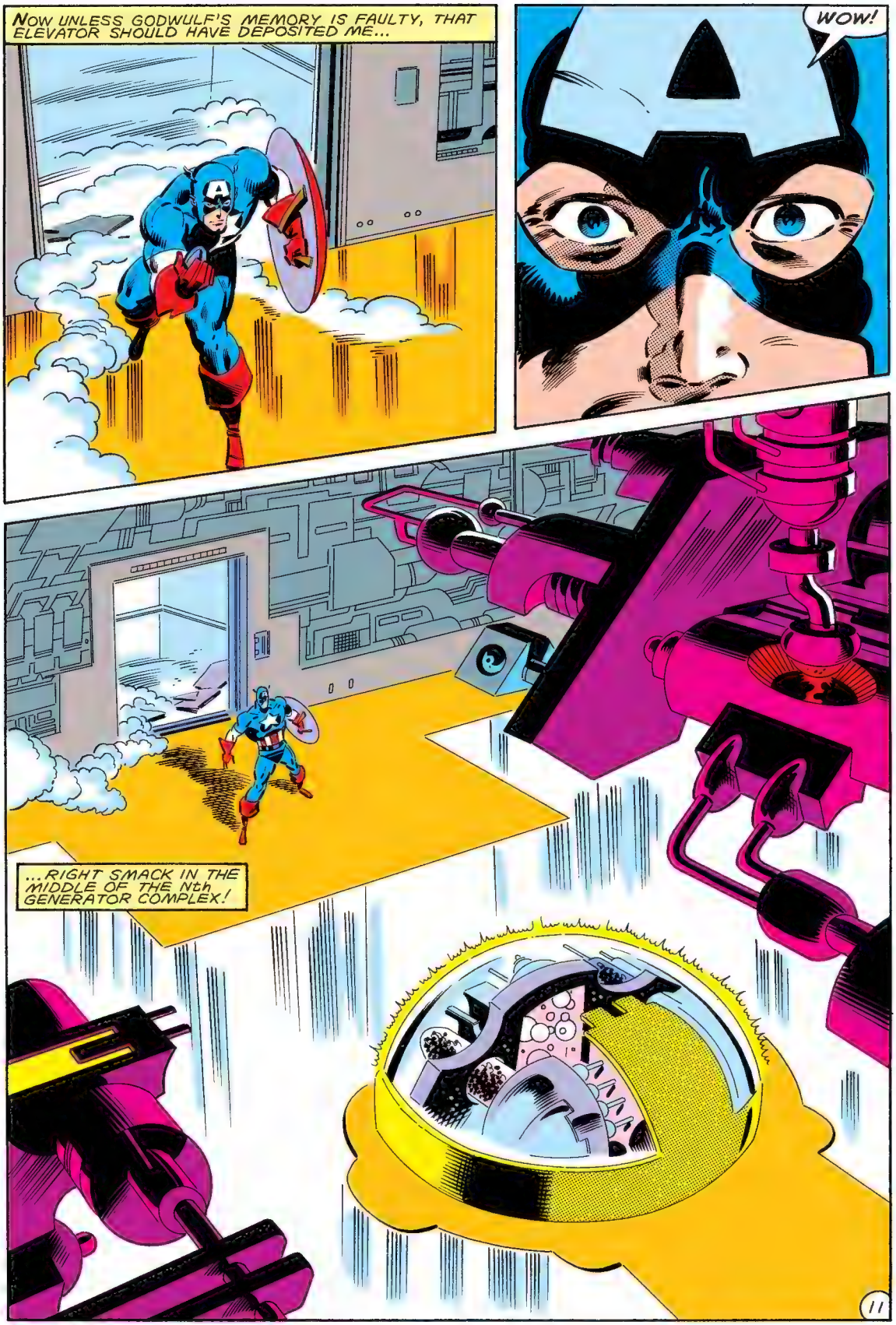
I DON'T HAVE TIME FOR THIS NONSENSE! I'VE GOT TO STOP THIS THING AT THE SOURCE! DESTROY THE Nth COMMAND'S MAIN POWER GENERATOR...
...PROJECTOR REGENERATION PROCESS HAS BEGUN!
WE SHOULD REACH OPTIMUM ENERGY-LEVELS IN APPROXIMATELY EIGHTEEN MINUTES, GODWULF.
IT SHOULD TAKE US THAT LONG TO NULLIFY THEIR DEFENSES, BUTTERFLY.
BAXTER BUILDING'S NOT AN EASY NUT TO CRACK, SIR.
WE'LL CRACK IT. THAT'S WHAT WE'VE TRAINED TEN YEARS FOR.
...BEFORE THE COMMANDOES STRIKE!
THE STRANGEST ASPECT OF THIS WHOLE NIGHTMARE IS THAT GODWULF HIMSELF IS OUT THERE, LEADING ONE OF THE COMMANDO SQUADS...
METROBANK
DEPOSIT 24
...THE SAME GODWULF WHO'LL BE HIT WITH A MASSIVE CASE OF THE GUILTS A FEW YEARS DOWN THE LINE--AND TURN HIS ATTENTION TOWARD RE-BUILDING THE WORLD HE'S HELPED RUIN!
BUT TIME-PARADOXES AREN'T MY BUSINESS!
WA
THIS NATION'S SURVIVAL IS!
6

BROADWAY BRANCH OF THE METRO BANK. HECKUVA PLACE TO FRONT THE Nth COMMAND!
CRASH!
HOLEEEEE--!!
I SURE HOPE GODWULF WAS RIGHT ABOUT THIS!
ONLY ONE WAY TO FIND OUT.
GOOD AFTERNOON, SIR. I'M CAPTAIN AMERICA--AND I'M HERE TO ROB THIS BANK.
NOW IF I WERE YOU, I'D CALL THE POLICE.
AND I HOPE THEY GET HERE FAST. I'M GONNA NEED ALL THE HELP I CAN GET.
MR. DeVOOR? THIS IS ZINNEMAN. WE'VE GOT A BIG PROBLEM--
--BY THE NAME O' CAPTAIN AMERICA.
HMMMM. WHY ISN'T HE AT THE AVENGERS' MEETING--AS HE SHOULD BE?
WELL, DON'T WORRY ABOUT IT, ZINNEMAN. JUST CUT THE ALARM SO THAT WE DON'T HAVE ANY NOSEY POLICEMEN BARGING IN HERE--AND THEN GET A MAINTENANCE CREW TO REPAIR ANY DAMAGE UP THERE.
I'LL HANDLE THE SHIELD-SLINGER
7

OKAY, NOW--WHAT WAS THE FIRST CODE-LOCK GODWULF BRIEFED ME ON? AH, YES...
7727BVW-82. AND...
KLIK
...JACKPOT!
IT'S NOT GOING TO BE EASY GETTING DOWN TO THE SUB-BASEMENT WHERE THAT MASTER GENERATOR IS STORED--BUT HAVING THE BENEFIT OF TEN YEARS HINDSIGHT ISN'T GOING TO HURT!
APPARENTLY, THE GENERATOR TAPS ENERGY FROM OTHER EXISTING DIMENSIONAL PLANES AND FEEDS IT INTO THE INDIVIDUAL Nth PROJECTORS. QUITE A FEAT!
NO WONDER IT'S TAKEN SO MUCH TIME, MAN-POWER, AND EXPENSE FOR THE COMMAND TO GET THIS FAR ALONG.
AND I'M BETTING THAT IF I CAN CRIPPLE THAT GENERATOR--
--NOT EVEN ROXXON COULD AFFORD TO RE-BUILD IT!
NEXT CODE-LOCK: 883GHS-95.
KLIK
HEY-- MAYBE THIS IS GOING TO BE EASY AFTER--
--ALL?
NOT ANOTHER STEP, CAPTAIN.
AFTER FORTY YEARS IN THIS BUSINESS, YOU'D THINK I'D FINALLY LEARN THE DANGER OF OVER-CONFIDENCE!
8

FOR THAT MATTER, YOU'D THINK GOONS LIKE THIS WOULD FINALLY LEARN...
WOP
RAK!
...THAT IT TAKES MORE THAN A MOB AND SOME MUSCLE...
SHAK!
...TO STOP CAPTAIN AMERICA!!
9

LASERS! SHIELD HIGH, OLD TIMER!
ZZZZT!
ZEEEET!
WOULDN'T DO TO GET ALL THE WAY TO THE ELEVATORS AND THEN END UP A STEAMING PILE OF FLESH ON THE FLOOR-- WOULD IT?
NOT WHEN THE FUTURE OF THIS NATION IS QUITE LITERALLY ON THE LINE!
FUNNY. I'VE LOST COUNT OF HOW MANY TIMES I'VE BATTLED TO SAVE AMERICA FROM DESTRUCTION --AND YET IT'S ALWAYS BEEN SO HARD TO FATHOM WHAT THAT MEANT.
ZZZT!
KRUNCH!
OH, I'VE ALWAYS UNDERSTOOD THE SPIRIT-- THE IDEALS--I'VE BEEN PROTECTING...
...BUT HOW DOES A MAN GET A HANDLE ON THE UNTOLD MILLIONS OF PEOPLE ATTACHED TO THOSE IDEALS? IT'S NEARLY IMPOSSIBLE!
BUT THESE PAST MONTHS HAVE CHANGED ALL THAT. FOR THE FIRST TIME SINCE I WAS A BOY, I REALLY UNDERSTAND WHAT A "NORMAL" LIFE IS ABOUT. I'VE GOT THE LOVE OF A GOOD WOMAN. FRIENDS. A CAREER.
SORRY FELLAS. OCCUPANCY BY MORE THAN ONE IS A FIRE HAZARD!
AND THROUGH JOSH... JACK... ANNA... ARNIE... MIKE--AND BERNIE MOST OF ALL--I'VE SEEN THAT AMERICAN DREAM I'VE PREACHED ABOUT FOR SO LONG... COME WITHIN MY REACH.
I'VE TASTED THE SAME STRUGGLES, HOPES, AGONIES, AND TRIUMPHS AS THE PEOPLE I'M SWORN TO PROTECT. STEVE ROGERS HAS MADE CAPTAIN AMERICA...A BETTER MAN!
AND HOW'S THAT FOR A SELF-REVELATION?
SSSSSSSSSS
UH-OH! THERE'S THE GAS --RIGHT ON SCHEDULE! GOOD THING I CAME PREPARED!
10

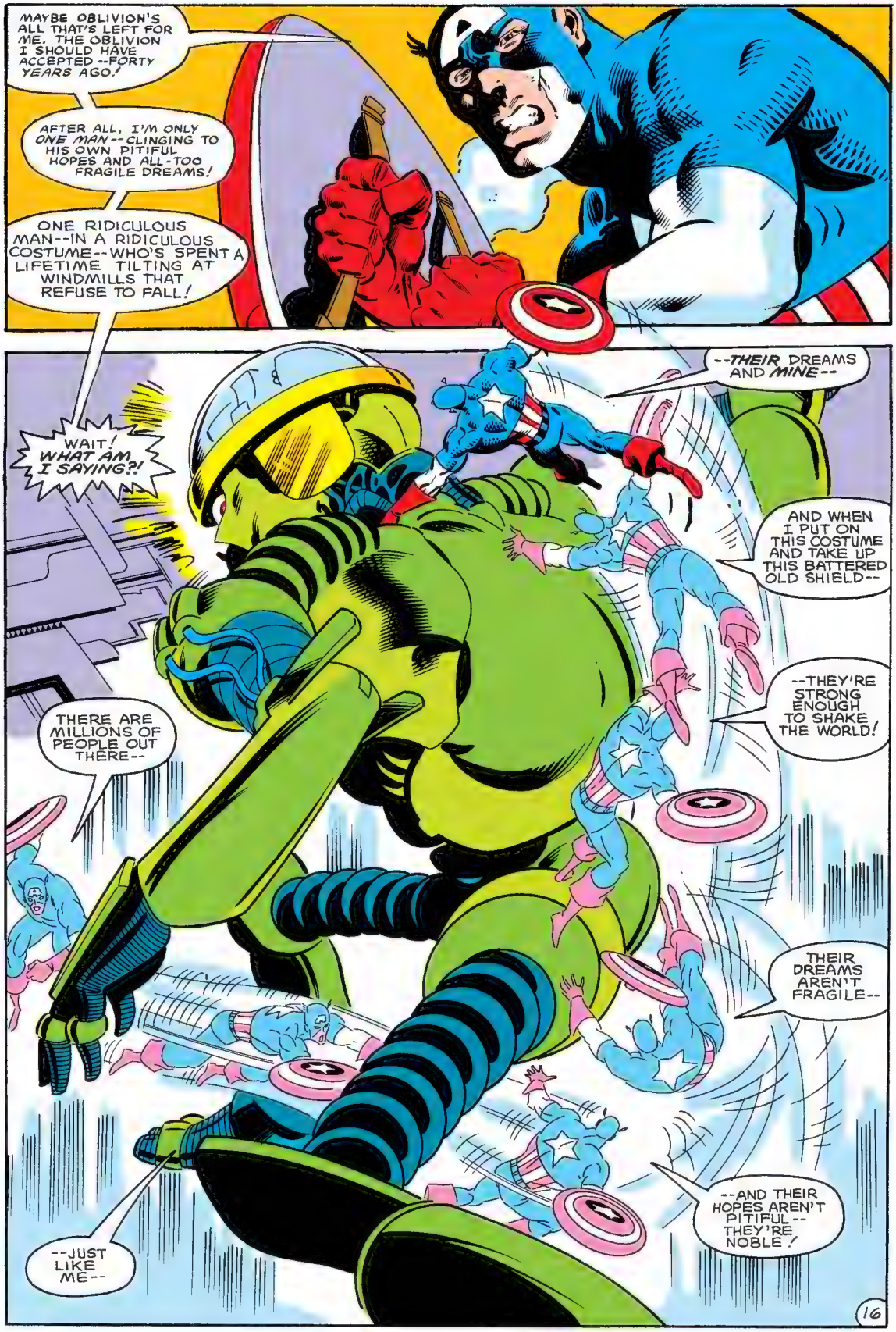

NOW UNLESS GODWULF'S MEMORY IS FAULTY, THAT ELEVATOR SHOULD HAVE DEPOSITED ME...
WOW!
...RIGHT SMACK IN THE MIDDLE OF THE Nth GENERATOR COMPLEX!
11

ALL RIGHT, CAP--DON'T JUST STAND THERE GAWKING! DO SOMETHING! TIME'S RUNNING OUT!
...SCHOOL'S SURROUNDED! YOU GOT OUR PSI-NULL FIELD WORKING?
JUST ABOUT. ONCE THIS BABY STARTS BUZZING, IT'LL KNOCK OUT PROFESSOR XAVIER'S MENTAL POWERS--AND SCREW UP HIS MUTIE STUDENTS' MINDS AND BODIES, TO BOOT!
THERE SHE GOES!
OKAY, THAT GIVES US FIVE MINUTES TILL WE REACH OPTIMUM ENERGY-LEVELS ON THE PROJECTORS. THEN WE MOVE IN AND SEND THE X-MEN ON A VACATION THEY'LL NEVER FORGET!
GODWULF DIDN'T KNOW WHAT THE COMMAND HAD... HAS... LYING IN WAIT TO PROTECT THE GENERATOR ITSELF...
...BUT IT'S A SURE BET THEY WON'T LET ME JUST WALK UP TO THE THING...
BEEP BEEP BEEP
12

...AND PULL IT...
RUMMMMM
...APART?!!!
GOOD LORD--WHAT IS THAT?
I... AM YOUR...ENDING ...CAPTAIN AMERICA!
MY MIND! IT READ MY MIND!
OF COURSE. AND NOW... I SHALL...
KILL YOU!
13

IT'S SO HUGE--YET SO INCREDIBLY FAST! ANOTHER QUARTER INCH AND I WOULD'VE HAD IT!
SLAM!
CAPTAIN...YOU HAVE ALWAYS PRIDED YOURSELF...ON YOUR ABILITY TO BEST ANY FOE...NO MATTER THE SIZE...NO MATTER THE STRENGTH...BUT I...AM THE ONE FOE YOU CANNOT DEFEAT!
SHOKK!
INCREDIBLE! SHIELD'S HEATING UP... ALMOST BUCKLING FROM THE BLAST! HANDS'RE BURNING--RIGHT THROUGH MY INSULATED GLOVES!
BUT LET'S SEE WHAT HAPPENS WHEN I RAM THIS RIGHT DOWN THAT CLANKING MONSTROSITY'S METALLIC--
14

...THROAT...
A PITIFUL ATTEMPT... THAT WOULD PEPHAPS BE SUCCESSFUL AGAINST A LESSER OPPONENT...
SOMETHING IN THE MACHINE'S VOICE--IN ITS UNLIVING EYES--THAT'S REALLY SHAKEN ME! HEAVEN HELP ME, I'M AFRAID --TERRIBLY AFRAID...
...AND I DON'T KNOW WHY!
YOU ARE AFRAID... BECAUSE YOU RECOGNIZE DEATH... CAPTAIN!
YOU ARE AFRAID... BECAUSE YOU INTUITIVELY UNDERSTAND... THAT ALL THE STAMINA... ALL THE INGENUITY... IN CREATION... IS USELESS AGAINST ME!
P-PA'N!!! FEELS LIKE MY RIBS ARE BROKEN! LUNG PUNCTURED! M-MUSCLE TORN IN MY LEFT LEG...
KRASH!
WHUMP
DO AS YOUR HEART... TELLS YOU TO DO, CAPTAIN. SURRENDER. GREET OBLIVION... WITH DIGNITY.
MAYBE... YOU'RE RIGHT.
15


MAYBE OBLIVION'S ALL THAT'S LEFT FOR ME. THE OBLIVION I SHOULD HAVE ACCEPTED --FORTY YEARS AGO!
AFTER ALL, I'M ONLY ONE MAN--CLINGING TO HIS OWN PITIFUL HOPES AND ALL-TOO FRAGILE DREAMS!
ONE RIDICULOUS MAN--IN A RIDICULOUS COSTUME--WHO'S SPENT A LIFETIME TILTING AT WINDMILLS THAT REFUSE TO FALL!
WAIT! WHAT AM I SAYING?!
--THEIR DREAMS AND MINE--
AND WHEN I PUT ON THIS COSTUME AND TAKE UP THIS BATTERED OLD SHIELD--
--THEY'RE STRONG ENOUGH TO SHAKE THE WORLD!
THERE ARE MILLIONS OF PEOPLE OUT THERE--
THEIR DREAMS AREN'T FRAGILE--
--AND THEIR HOPES AREN'T PITIFUL--THEY'RE NOBLE!
--JUST LIKE ME--
16

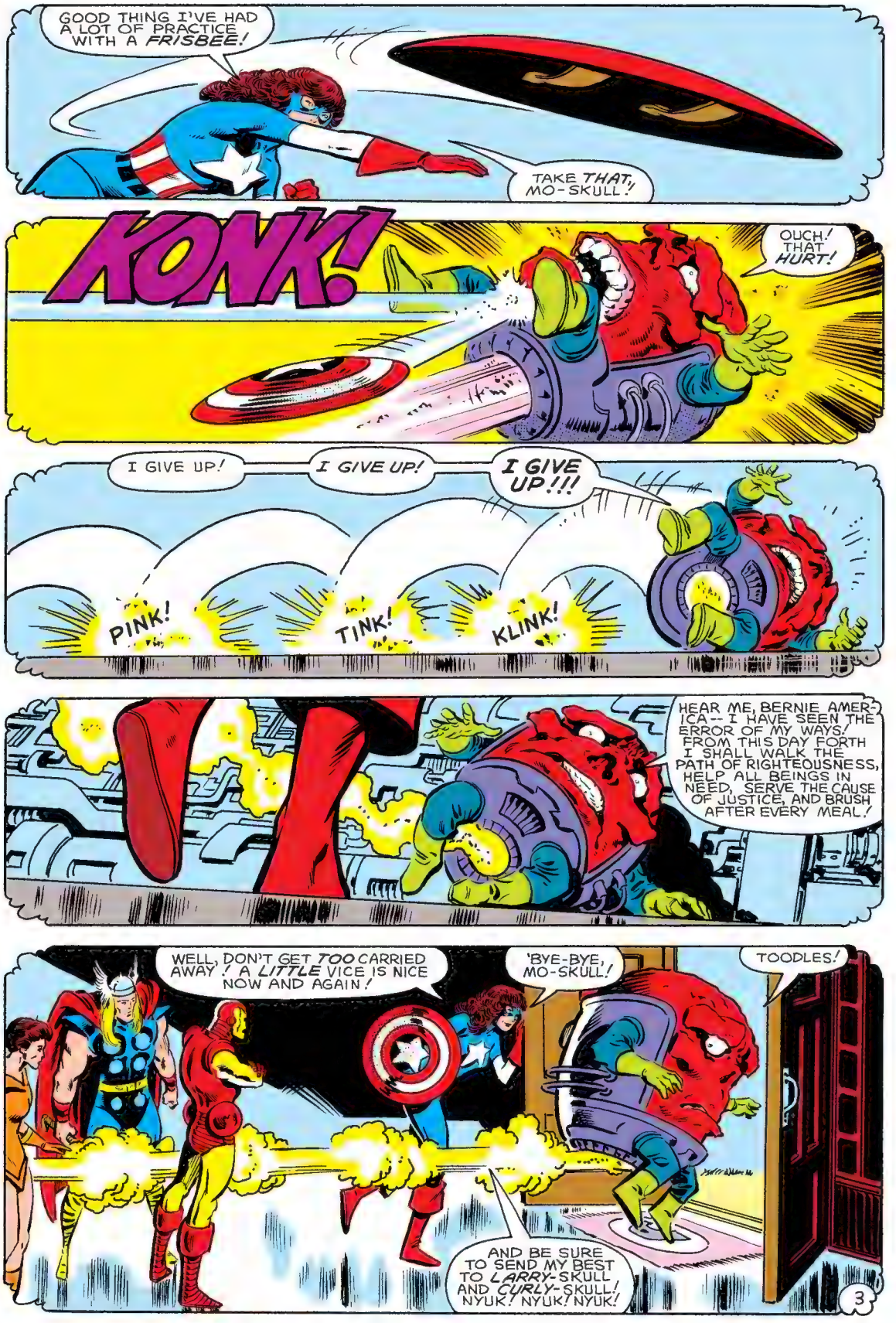
--BECOME ONE!!!
SKKAK!
BERNIE...
... I DID IT...
...I WON, BERNIE...
WHOOOM!
...FOR ALL OF US...
NO--THIS CAN'T BE!
THAT ROOM WAS BOMBARDED WITH PYSCHO-RAYS! THEY DIG INTO THE PITS OF THE SUBSCONSCIOUS--GIVE FORM TO THE HIDDEN HORRORS MEN NEVER DARE TO FACE! EVERY TEST SUBJECT WAS DRIVEN OVER THE EDGE INTO TOTAL AND IRREVERSIBLE MADNESS!
WHY WASN'T HE?!!
N-NO TIME NOW FOR QUESTIONS--HE'S SHATTERED THE OUTER-CASING OF THE Nth EMANATION-CORE!
17

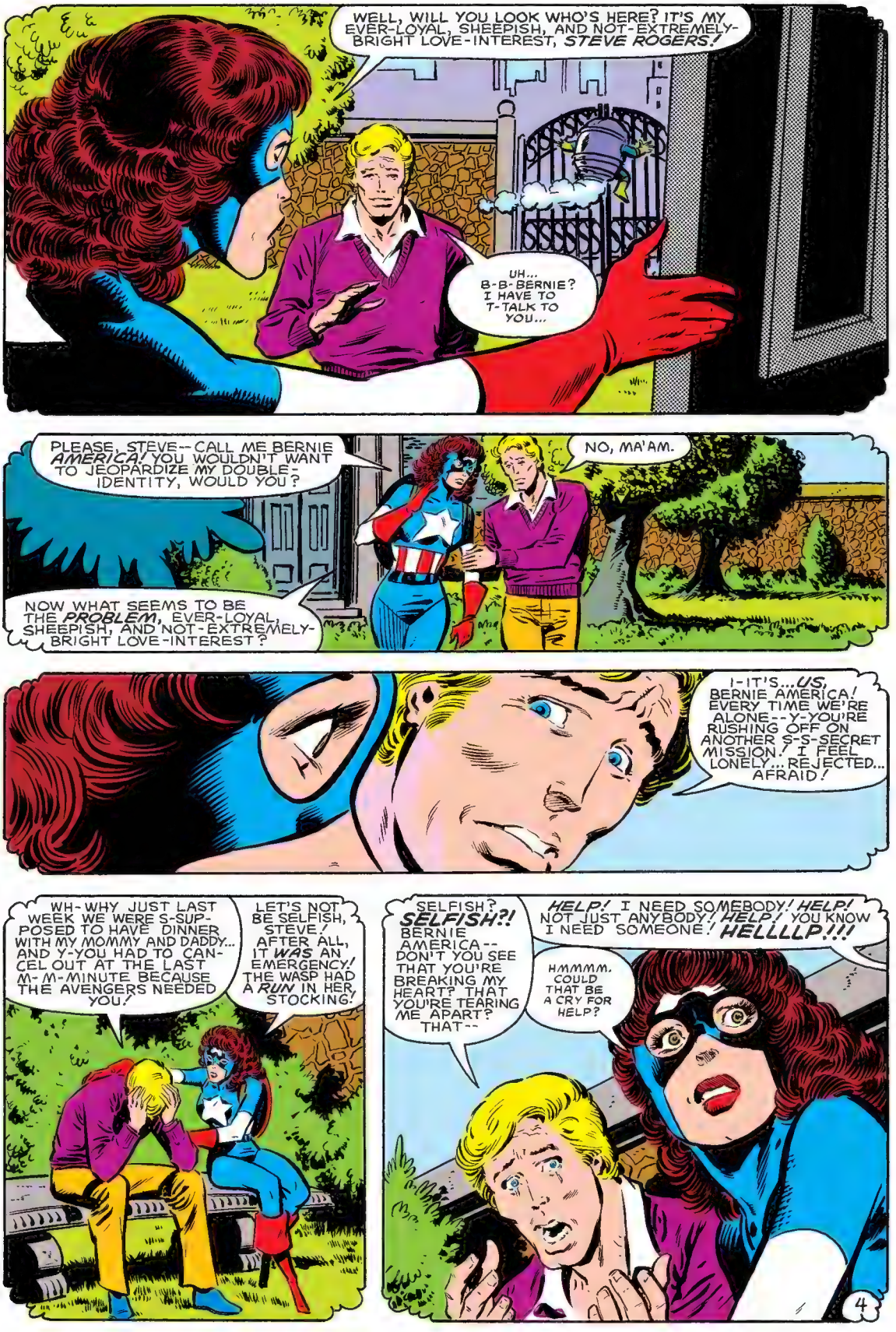
THAT GENERATOR'S GOING TO--
--BLOW!
WA-THA THOOOM!
--SO THESE ARE THE HIGH 'N' MIGHTY AVENGERS! BIG DEAL!
THEY WERE A BIG DEAL--ONCE! BUT THEY'RE GONNA BE NOTHING BUT YESTERDAY'S NEWS ONCE WE HIT THE 'OL--
--SWITCEROO?!
UH... SIR--WE'VE LOST ALL POWER ON THE PROJECTORS
I THINK WE'RE IN BIG TROUBLE, SIR.
I SHOULD SAY SO!
18

...HARD TO BELIEVE THAT ENTIRE BATTLE TOOK PLACE IN MY MIND! BUT IT'S OVER NOW. IT'S ALL--OVER.
...THAT'S ONE HECKUVA STORY, CAP.
YOUR S.H.I.E.L.D. BOYS SHOULD FIND ALL THE PROOF THEY NEED DOWNSTAIRS, FURY.
I JUST HOPE THEY DIG UP SOMETHING DEFINITIVE THAT WILL LINK THE Nth COMMAND DIRECTLY TO BRAND.
YOU 'N' ME BOTH, PAL. Y' KNOW, I--
HEY! WHERE'RE YOU GOIN', WINGHEAD?
LET'S JUST SAY I'M LATE--FOR A VERY IMPORTANT DATE!
WHAT ARE YOU--CAPTAIN AMERICA...OR THE WHITE RABBIT?
NEITHER. I'M STEVE ROGERS. AND I'M ON MY WAY, BERNIE--
--I'M ON MY WAY!
UH-UH-- THIS ISN'T THE END YET, CAPFANS! JUST TURN THE PAGE FOR THE MOST UNEXPECTED CO-FEATURE OF ALL!

I GUESS YOU CAN TELL RIGHT OFF THE BAT THAT I'M NOT THE WATCHER. FOR ONE THING, I'VE GOT HAIR. FOR ANOTHER I'VE GOT NICER LEGS.
ACTUALLY I'M ALOT MORE POWERFUL THAN OL' UATU--'CAUSE I'M MICHAEL CARLIN AND I CAN MAKE THE CREATIVE TEAM ON THIS BOOK DO WHATEVER I WANT... AT LEAST 'TILL MY BOSS, MARK GRUENWALD, CAP'S REAL EDITOR, GETS BACK FROM SAN DIEGO.
WHICH MEANS WE'RE ALL GONNA TAKE A LITTLE TRIP OUT TO LONG ISLAND AND DIP INTO THE MIND OF CAP'S BEST GIRL, BERNIE ROSENTHAL, IN HOPES OF ANSWERING THE MUSICAL QUESTION...WELL, READ THE STORY AND YOU'LL SEE...
OH, STEVE--WHAT AM I GOING TO DO ABOUT YOU?
YOU KNOW HOW MUCH I LOVE YOU--HOW MUCH YOU MEAN TO ME--BUT YOUR LIFE AS CAPTAIN AMERICA ALWAYS SEEMS TO GET IN THE WAY!
I WONDER HOW YOU'D LIKE IT IF THE POSITIONS WERE REVERSED? IF I WAS THE ONE RUSHING OFF AT THE DROP OF A HAT TO SAVE THE WORLD?
Y'KNOW, I BET I'D LOOK WONDERFUL IN RED, WHITE, AND BLUE! SO SHOVE OVER STEVE ROGERS--HERE COMES...
BERNIE AMERICA, SENTINEL OF LIBERTY
J.M. DeMATTEIS · MIKE ZECK · BOB SHAREN · DIANA ALBERS
SCRIPTER ARTIST COLORIST LETTERER

HEY! IF I'M TAKING STEVE'S PLACE--THAT MEANS I GET TO BE AN AVENGER! WOW--WOULDN'T THAT BE FUN...
...AND HE ACTUALLY HAD THE NERVE TO ASK ME TO COME BACK TO HIS PLACE AND LOOK AT HIS ETCHINGS!
THAT LINE WAS ANCIENT WHEN I WAS IN DIAPERS! CAN YOU BELIEVE IT?
I CAN TOP IT, SHE-HULK! THE OTHER DAY I MET A NERD WHO SWORE HE WAS ONLY INTERESTED IN MY MIND--BUT NEVER ONCE TOOK HIS EYES OFF MY--
UH-OH!
YOUR "UH-OH?" WHAT'S THAT?
NO, BERNIE--I SAID "UH-OH" BECAUSE WE'RE ABOUT TO BE ATTACKED BY A CRAZED VILLAIN WHO WANTS TO CONQUER THE GALAXY AND OPEN A CHAIN OF "PIZZA HUTS" ALL ACROSS THE MILKY WAY!
I AM A CRAZED VILLAIN WHO WANTS TO CONQUER THE GALAXY AND OPEN A CHAIN OF "PIZZA HUTS" ALL ACROSS THE MILKY WAY!
KRASH
WOW, WASP! HOW'D YOU KNOW THAT?
ASK BERNIE--IT'S HER FANTASY!
UH... EXCUSE ME--BUT SHOULDN'T THERE BE A FEW MORE AVENGERS AT THIS MEETING?
HANG ON A SEC--I'LL THINK 'EM UP!
OH, DEAR--IT'S THE EVIL MO-SKULL...THE ONE FOE WE CANNOT DE-FEAT! THOR WHAT EVER SHALL WE DO?
PRITHEE, IRON MAN--IS IT NOBLER IN THE HEART TO SUFFER THE SLINGS AND ARROWS OF OUT-RAGEOUS FORTUNE OR TAKE ARMS AGAINST A SEA OF TROUBLES AND, BY OPPOSING, END THEM?
WHAT'S THAT SUPPOSED TO MEAN?
I DON'T KNOW BUT I'M SUPPOSED TO TALK SHAKESPEAREAN REMEMBER?
HEY! THIS ISN'T KOREA! WHERE'S B.J.?!
Y'KNOW, I THINK BERNIE'S GOT THE RED SKULL AND MODOK ALL MIXED UP--BUT I DON'T HAVE THE HEART TO TELL HER!
YOU FELLAS CAN GO HIDE UNDER THE TABLE IF YOU LIKE--
--'CAUSE THIS LOOKS LIKE A JOB FOR--
--BERNIE AMERICA!!!
2


GOOD THING I'VE HAD A LOT OF PRACTICE WITH A FRISBEE!
TAKE THAT, MO-SKULL!
KONK!
OUCH! THAT HURT!
I GIVE UP!
I GIVE UP!
I GIVE UP!!!
PINK!
TINK!
KLINK!
HEAR ME, BERNIE AMERICA -- I HAVE SEEN THE ERROR OF MY WAYS! FROM THIS DAY FORTH I SHALL WALK THE PATH OF RIGHTEOUSNESS, HELP ALL BEINGS IN NEED, SERVE THE CAUSE OF JUSTICE, AND BRUSH AFTER EVERY MEAL!
WELL, DON'T GET TOO CARRIED AWAY! A LITTLE VICE IS NICE NOW AND AGAIN!
'BYE-BYE, MO-SKULL!
TOODLES!
AND BE SURE TO SEND MY BEST TO LARRY-SKULL AND CURLY-SKULL! NYUK! NYUK! NYUK!
3


WELL, WILL YOU LOOK WHO'S HERE? IT'S MY EVER-LOYAL, SHEEPISH, AND NOT-EXTREMELY-BRIGHT LOVE-INTEREST, STEVE ROGERS!
UH... B-B-BERNIE? I HAVE TO T-TALK TO YOU...
PLEASE, STEVE--CALL ME BERNIE AMERICA! YOU WOULDN'T WANT TO JEOPARDIZE MY DOUBLE-IDENTITY, WOULD YOU?
NO, MA'AM.
NOW WHAT SEEMS TO BE THE PROBLEM, EVER-LOYAL, SHEEPISH, AND NOT-EXTREMELY-BRIGHT LOVE-INTEREST?
I-IT'S...US, BERNIE AMERICA! EVERY TIME WE'RE ALONE--Y-YOU'RE RUSHING OFF ON ANOTHER S-S-SECRET MISSION! I FEEL LONELY... REJECTED... AFRAID!
WH-WHY JUST LAST WEEK WE WERE S-SUPPOSED TO HAVE DINNER WITH MY MOMMY AND DADDY... AND Y-YOU HAD TO CANCEL OUT AT THE LAST M-M-MINUTE BECAUSE THE AVENGERS NEEDED YOU!
LET'S NOT BE SELFISH, STEVE! AFTER ALL, IT WAS AN EMERGENCY! THE WASP HAD A RUN IN HER STOCKING!
SELFISH? SELFISH?! BERNIE AMERICA--DON'T YOU SEE THAT YOU'RE BREAKING MY HEART? THAT YOU'RE TEARING ME APART? THAT--
HELP! I NEED SOMEBODY! HELP! NOT JUST ANYBODY! HELP! YOU KNOW I NEED SOMEONE! HELLLLP!!!
HMMMM. COULD THAT BE A CRY FOR HELP?
4

OH, BERNIE AMERICA--YOU'RE NOT GOING TO RUSH OFF AND LEAVE ME ALONE AGAIN, ARE YOU?
C'MON, KIDDO DON'T CRY!
YOU KNEW IT WOULD BE LIKE THIS WHEN YOU FELL IN LOVE WITH--
--BERNIE AMERICA... SENTINEL OF LIBERTY!!!
I DON'T CARE! ≥SOB≤ I'LL ALWAYS LOVE HER! NO MATTER THE COST! ≥WHIMPER≤ NO MATTER... THE PAIN!
...NIE! BERNIE! HEY, BER--
--NIE! ARE YOU DEAF OR SOMETHING? I'VE BEEN CALLING YOU FOR FIVE MINUTES!
WHAT'S THE MATTER, NANCY? IS SOMETHING WRONG?
NOT A THING, SIS--BUT YOU DO HAVE A VERRRRY FOXY VISITOR WAITING FOR YOU DOWN-STAIRS!
VISITOR???!!
STEVE!!!
BERNIE, I--
OH, STEVE-- YOU'RE HERE! YOU'RE HERE!
BERNIE, I'M SORRY ABOUT RUNNING OFF LIKE THAT I'VE BEEN THINKING AND--
OH, JUST SHUT UP AND HUG ME, WILL YOU?
Y'KNOW--
--I'LL TAKE REALITY OVER FANTASY ANY DAY!
END

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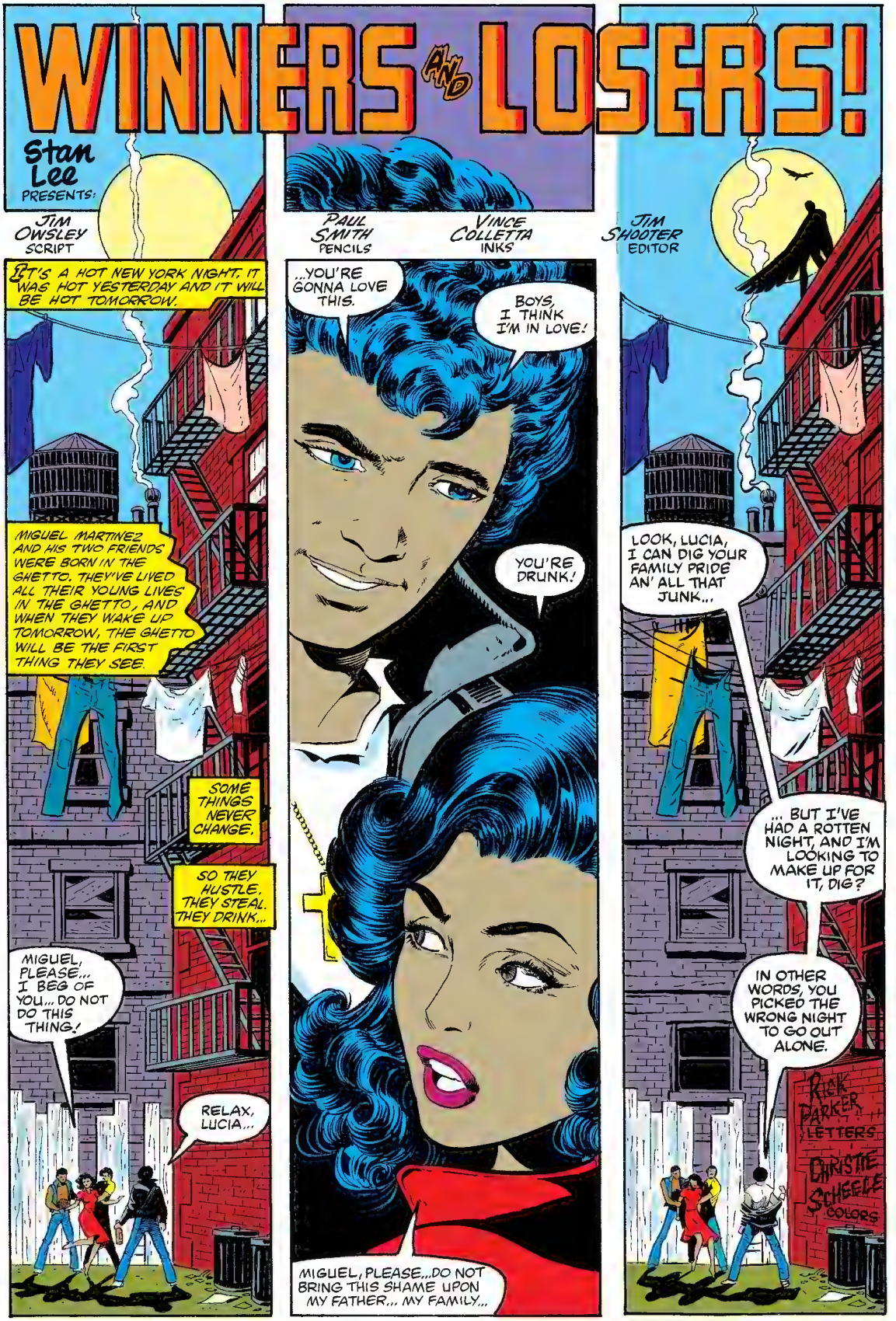
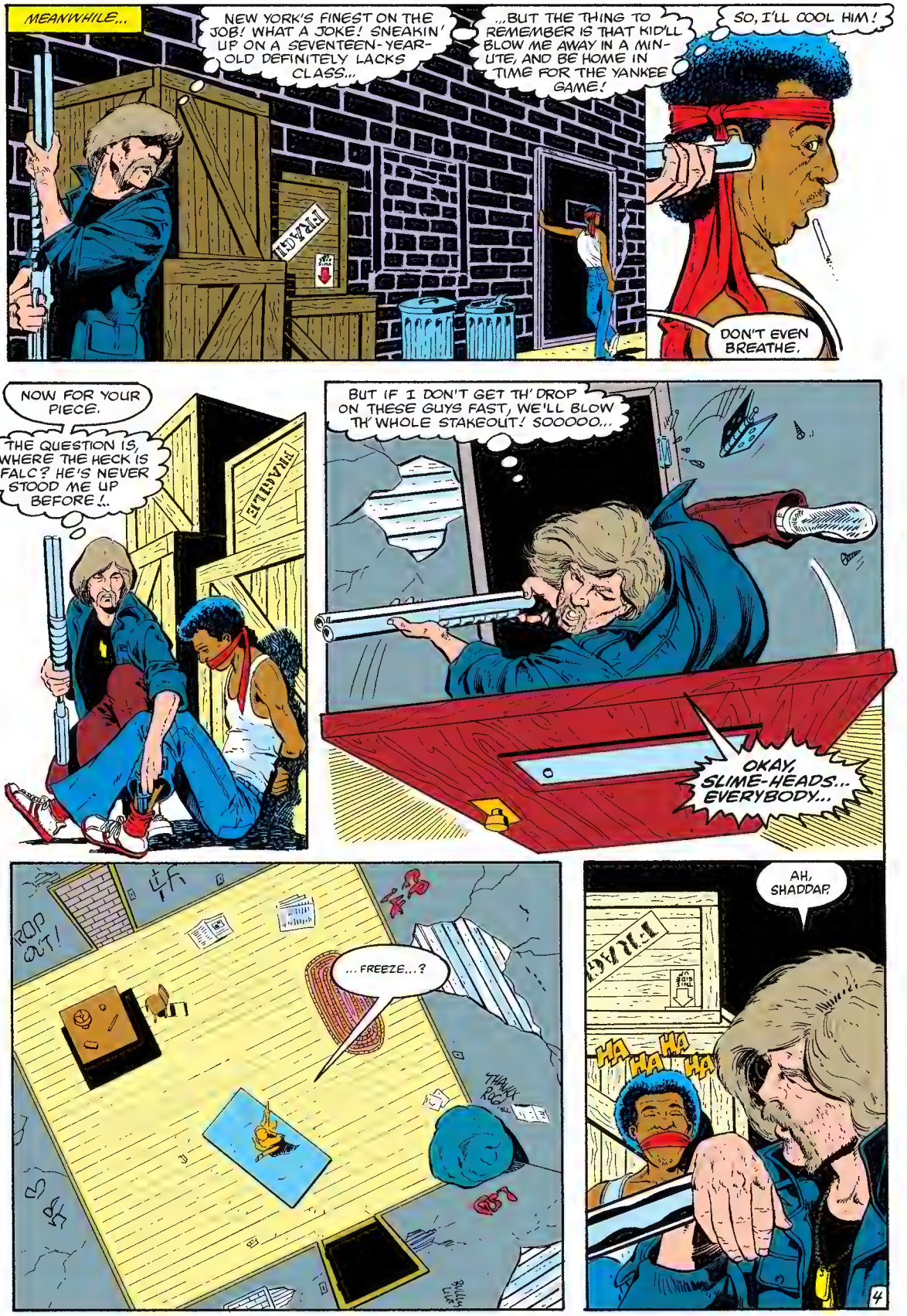
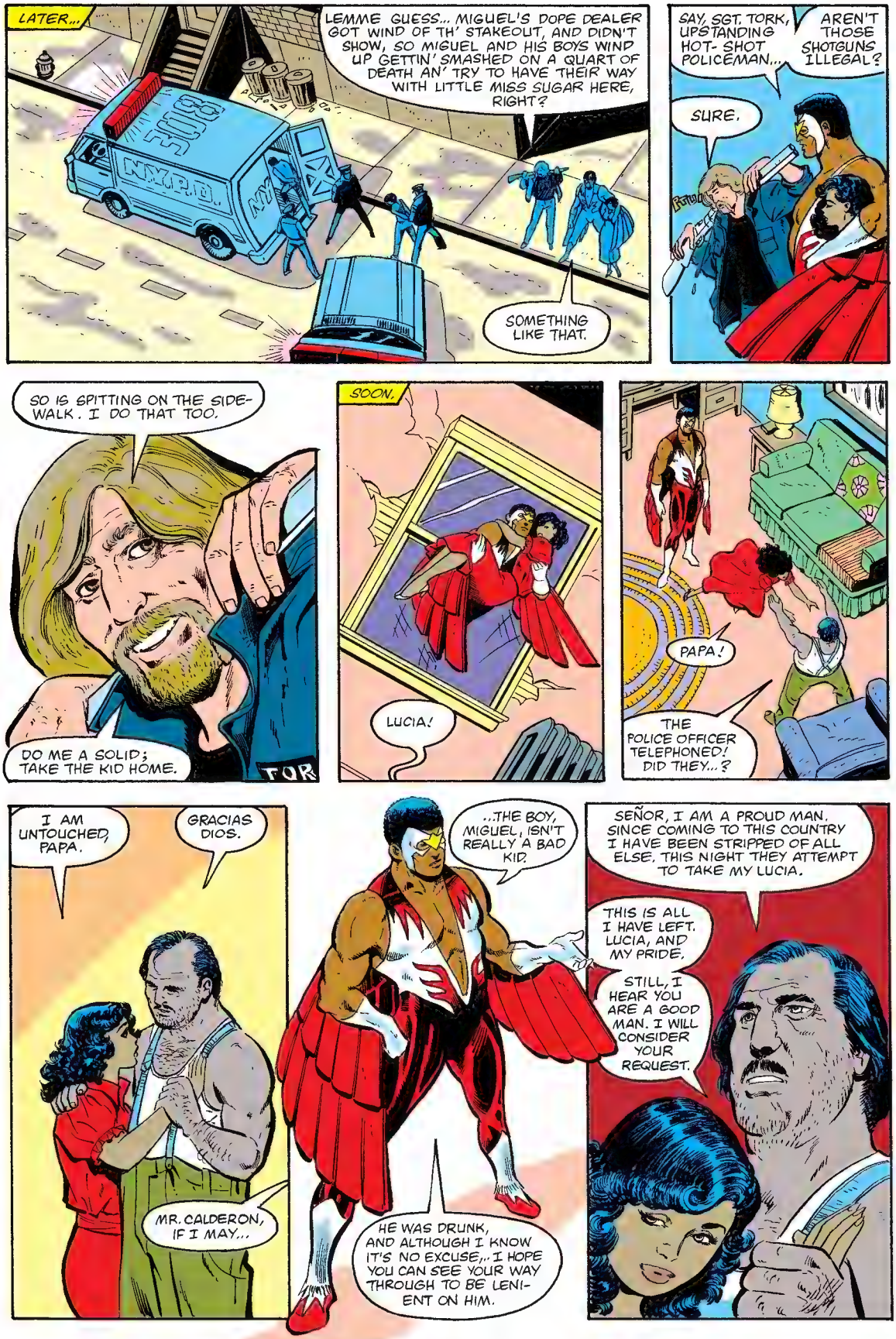

WINNERS AND LOSERS!
Stan Lee PRESENTS:
JIM OWSLEY SCRIPT
PAUL SMITH PENCILS
VINCE COLLETTA INKS
JIM SHOOTER EDITOR
IT'S A HOT NEW YORK NIGHT. IT WAS HOT YESTERDAY AND IT WILL BE HOT TOMORROW.
MIGUEL MARTINEZ AND HIS TWO FRIENDS WERE BORN IN THE GHETTO. THEY'VE LIVED ALL THEIR YOUNG LIVES IN THE GHETTO, AND WHEN THEY WAKE UP TOMORROW, THE GHETTO WILL BE THE FIRST THING THEY SEE.
SOME THINGS NEVER CHANGE.
SO THEY HUSTLE. THEY STEAL. THEY DRINK...
MIGUEL, PLEASE... I BEG OF YOU... DO NOT DO THIS THING!
RELAX, LUCIA...
..YOU'RE GONNA LOVE THIS.
BOYS, I THINK I'M IN LOVE!
YOU'RE DRUNK!
MIGUEL, PLEASE...DO NOT BRING THIS SHAME UPON MY FATHER... MY FAMILY...
LOOK, LUCIA, I CAN DIG YOUR FAMILY PRIDE AN' ALL THAT JUNK...
... BUT I'VE HAD A ROTTEN NIGHT, AND I'M LOOKING TO MAKE UP FOR IT, DIG?
IN OTHER WORDS, YOU PICKED THE WRONG NIGHT TO GO OUT ALONE.
RICK PARKER LETTERS
CHRISTIE SCHEELE COLORS

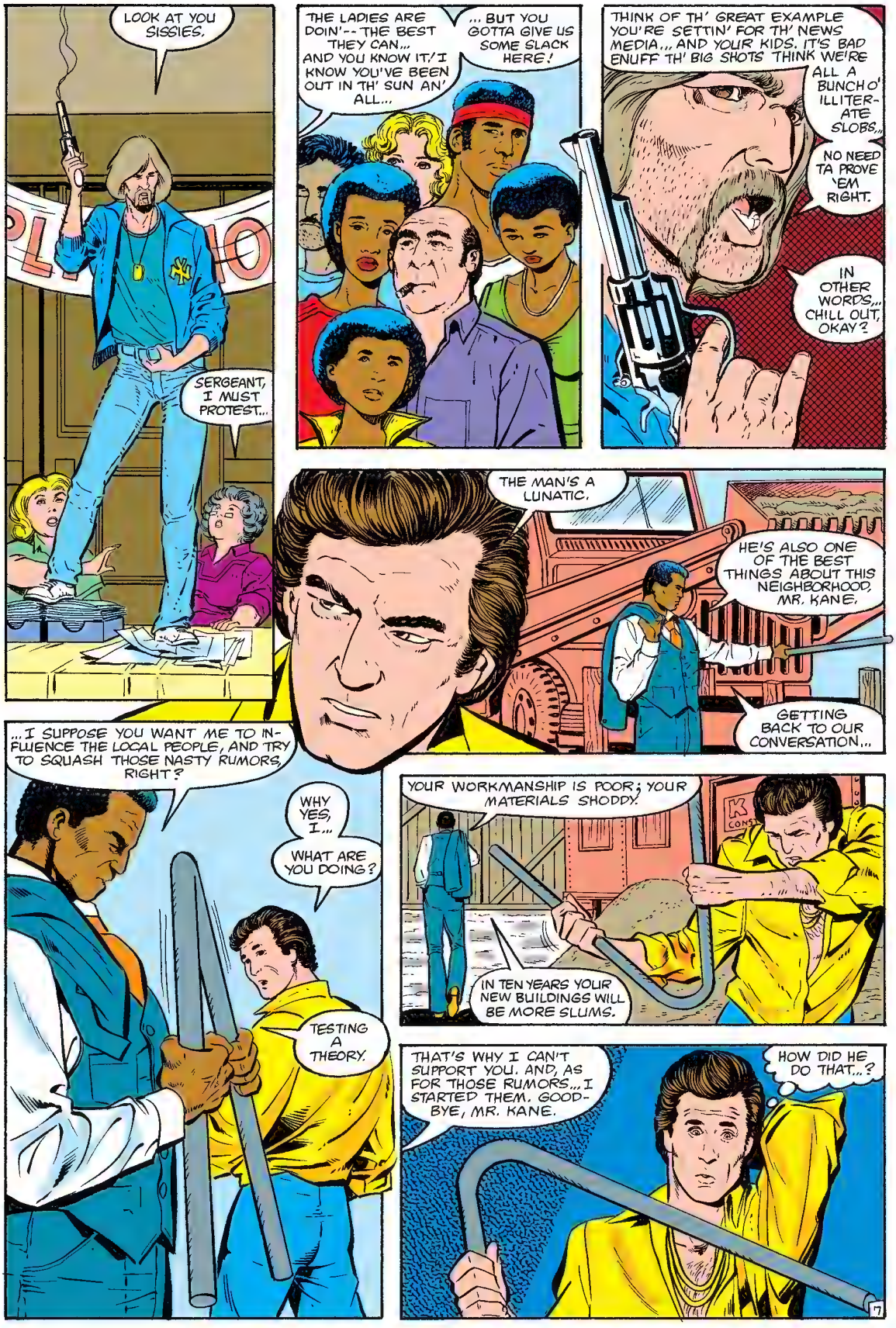
LET HER GO.
A'UH?
THE FALCON!
YOU SHOULD STAY OFF THE BOTTLE, MIGUEL... IT MAKES YOU DO STUPID THINGS.
HEY MAN, YOU GOT IT ALL WRONG! THIS HERE'S MY GIRLFRIEND... WE'RE HAVIN' A PARTY, DIG...?
MIGUEL, PLEASE...
GUESS WHO AIN'T INVITED?
THIS ISN'T A GAME, MIGUEL.
I'LL SAY IT AGAIN: LET HER GO.
C'MON DOWN AND MAKE ME, BIG MAN!
HE WANTS TO THROW... TAKE HIM!
I BEEN WAITIN' TO CRASH THIS DUDE!
AFTER ME, MY MAN!
2

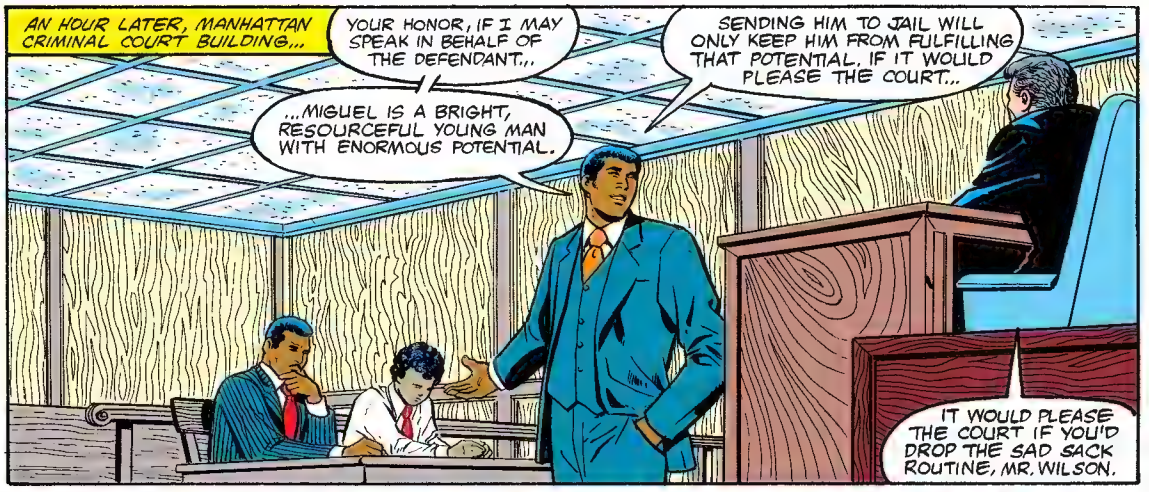
I GOT NO TIME FOR YOU.
YOU NEITHER.
WOK
WHY ARE YOU HANGIN' OUT WITH THESE LOW-LIFE DUDES, MAN? DON'T YOU KNOW YOU'RE WORTH TEN OF THEM?
SHOVE IT, FALC! IN THE GHETTO, IT AIN'T WHO YOU ARE, IT'S WHO YOU KNOW!
WORD. BUT THESE GUYS ARE HEADED NOWHERE. YOU GOT MORE BRAIN THAN THAT.
WHAT GOOD IS MY BRAIN GONNA DO ME IF I CAN'T MAKE NO MONEY, MAN?
AND MONEY'LL MAKE EVERYTHING COOL, RIGHT?
YOU DIG THE T.V., MAN? YOU SEE ALL THEM NICE THINGS THOSE T.V. PEOPLE GOT? WELL, I AIN'T GOT NUTHIN' LIKE THAT MAN... NO FANCY CAR, NO NICE CLOTHES,,, NUTHIN'!
MONEY... LOTS OF IT... WILL DEFINITELY MAKE EVERYTHING COOL!
SO THAT'S WHAT YOU WANT?
YOU KNOW WHAT I WANT MAN...?
I WANT TO GET OUT OF THE STINKIN' GHETTO!!

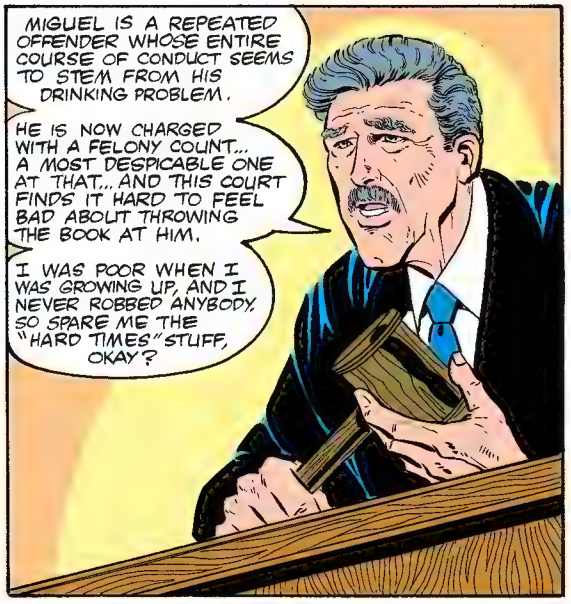

MEANWHILE...
NEW YORK'S FINEST ON THE JOB! WHAT A JOKE! SNEAKIN' UP ON A SEVENTEEN-YEAR-OLD DEFINITELY LACKS CLASS...
...BUT THE THING TO REMEMBER IS THAT KID'LL BLOW ME AWAY IN A MINUTE, AND BE HOME IN TIME FOR THE YANKEE GAME!
SO, I'LL COOL HIM!
DON'T EVEN BREATHE.
NOW FOR YOUR PIECE.
THE QUESTION IS, WHERE THE HECK IS FALC? HE'S NEVER STOOD ME UP BEFORE!..
BUT IF I DON'T GET TH' DROP ON THESE GUYS FAST, WE'LL BLOW TH' WHOLE STAKEOUT! SOOOOO...
OKAY, SLIME-HEADS... EVERYBODY...
...FREEZE...?
AH, SHADDAP.
HA HA HA HA
4


LATER...
LEMME GUESS... MIGUEL'S DOPE DEALER GOT WIND OF TH' STAKEOUT, AND DIDN'T SHOW, SO MIGUEL AND HIS BOYS WIND UP GETTIN' SMASHED ON A QUART OF DEATH AN' TRY TO HAVE THEIR WAY WITH LITTLE MISS SUGAR HERE, RIGHT?
SOMETHING LIKE THAT.
SAY, SGT. TORK, UPSTANDING HOT- SHOT POLICEMAN...
AREN'T THOSE SHOTGUNS ILLEGAL?
SURE.
SO IS SPITTING ON THE SIDE-WALK. I DO THAT TOO.
DO ME A SOLID; TAKE THE KID HOME.
TOR
SOON.
LUCIA!
PAPA!
THE POLICE OFFICER TELEPHONED! DID THEY...?
I AM UNTOUCHED, PAPA.
GRACIAS DIOS.
MR. CALDERON, IF I MAY...
..THE BOY, MIGUEL, ISN'T REALLY A BAD KID.
HE WAS DRUNK, AND ALTHOUGH I KNOW IT'S NO EXCUSE,.. I HOPE YOU CAN SEE YOUR WAY THROUGH TO BE LENI-ENT ON HIM.
SEÑOR, I AM A PROUD MAN. SINCE COMING TO THIS COUNTRY I HAVE BEEN STRIPPED OF ALL ELSE. THIS NIGHT THEY ATTEMPT TO TAKE MY LUCIA.
THIS IS ALL I HAVE LEFT. LUCIA, AND MY PRIDE.
STILL, I HEAR YOU ARE A GOOD MAN. I WILL CONSIDER YOUR REQUEST.

MORNING. AGAIN, IT'S HOT.
KANE CONSTRUCTION
...OVER AN HOUR..
THIS IS TOO SLOW...
WHAT'S TAKING SO LONG?
U.S. GOVERNMENT HOUSING PROJECT
APPLICATIO W
BEING ACCEP
WHAT CAN I DO FOR YOU, MR. KANE?
MR. WILSON-- OR MAY I CALL YOU SAM?
NO HARDHAT, NO WORK!
...YOU'VE BEEN A SOCIAL WORKER HERE IN HARLEM FOR SOME TIME NOW. THE PEOPLE RESPECT YOU.
THERE'S BEEN A BIT OF UNFOUNDED RUMOR CIRCULATING IN REFERENCE TO MY NEW BUILDINGS.
SUCH AS?
PEOPLE ARE CALLING ME A SLUMLORD.
NOW DO I LOOK LIKE A SLUMLORD?
JUST WHAT DO YOU MEAN...?
JUST WHAT DO YOU MEAN...?
WHAT'S HAPPENING UP THERE?
APPLICATIONS
I'M SORRY! WE'RE ALL OUT OF...
THEY'RE OUT OF APPLICATIONS? THEY'D BETTER NOT BE!
WELL, LADY, I BEEN HERE ALL DAY. I GOT NOWHERE TO GO.
SO I'LL JUST WAIT WHILE YOU GET SOME MORE, OKAY?
PERHAPS YOU DON'T UNDERSTAND.
YOU'RE THE ONE WHO DON'T UNDERSTAND, LADY! I GOT A FAMILY THAT NEEDS A PLACE TO LIVE, SAVVY?
THINGS ARE GETTING HOT OVER THERE!
HEY, MAN GIMME SOME SPACE, HUH?
YO, BE COOL, MAN.
I DON'T BELIEVE THIS!
BANG

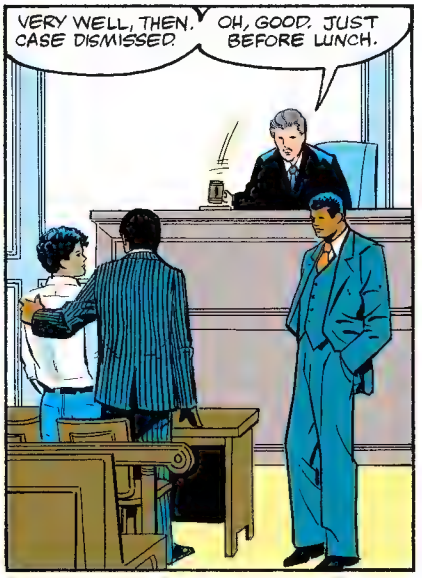

LOOK AT YOU SISSIES.
SERGEANT, I MUST PROTEST...
THE LADIES ARE DOIN'--THE BEST THEY CAN... AND YOU KNOW IT, I KNOW YOU'VE BEEN OUT IN TH' SUN AN' ALL...
... BUT YOU GOTTA GIVE US SOME SLACK HERE!
THINK OF TH' GREAT EXAMPLE YOU'RE SETTIN' FOR TH' NEWS MEDIA... AND YOUR KIDS. IT'S BAD ENUFF TH' BIG SHOTS THINK WE'RE ALL A BUNCH O' ILLITERATE SLOBS...
NO NEED TA PROVE 'EM RIGHT.
IN OTHER WORDS... CHILL OUT, OKAY?
THE MAN'S A LUNATIC.
HE'S ALSO ONE OF THE BEST THINGS ABOUT THIS NEIGHBORHOOD, MR. KANE.
GETTING BACK TO OUR CONVERSATION...
...I SUPPOSE YOU WANT ME TO INFLUENCE THE LOCAL PEOPLE, AND TRY TO SQUASH THOSE NASTY RUMORS, RIGHT?
WHY YES, I...
WHAT ARE YOU DOING?
TESTING A THEORY.
YOUR WORKMANSHIP IS POOR; YOUR MATERIALS SHODDY.
IN TEN YEARS YOUR NEW BUILDINGS WILL BE MORE SLUMS.
THAT'S WHY I CAN'T SUPPORT YOU. AND, AS FOR THOSE RUMORS... I STARTED THEM. GOOD-BYE, MR. KANE.
HOW DID HE DO THAT...?

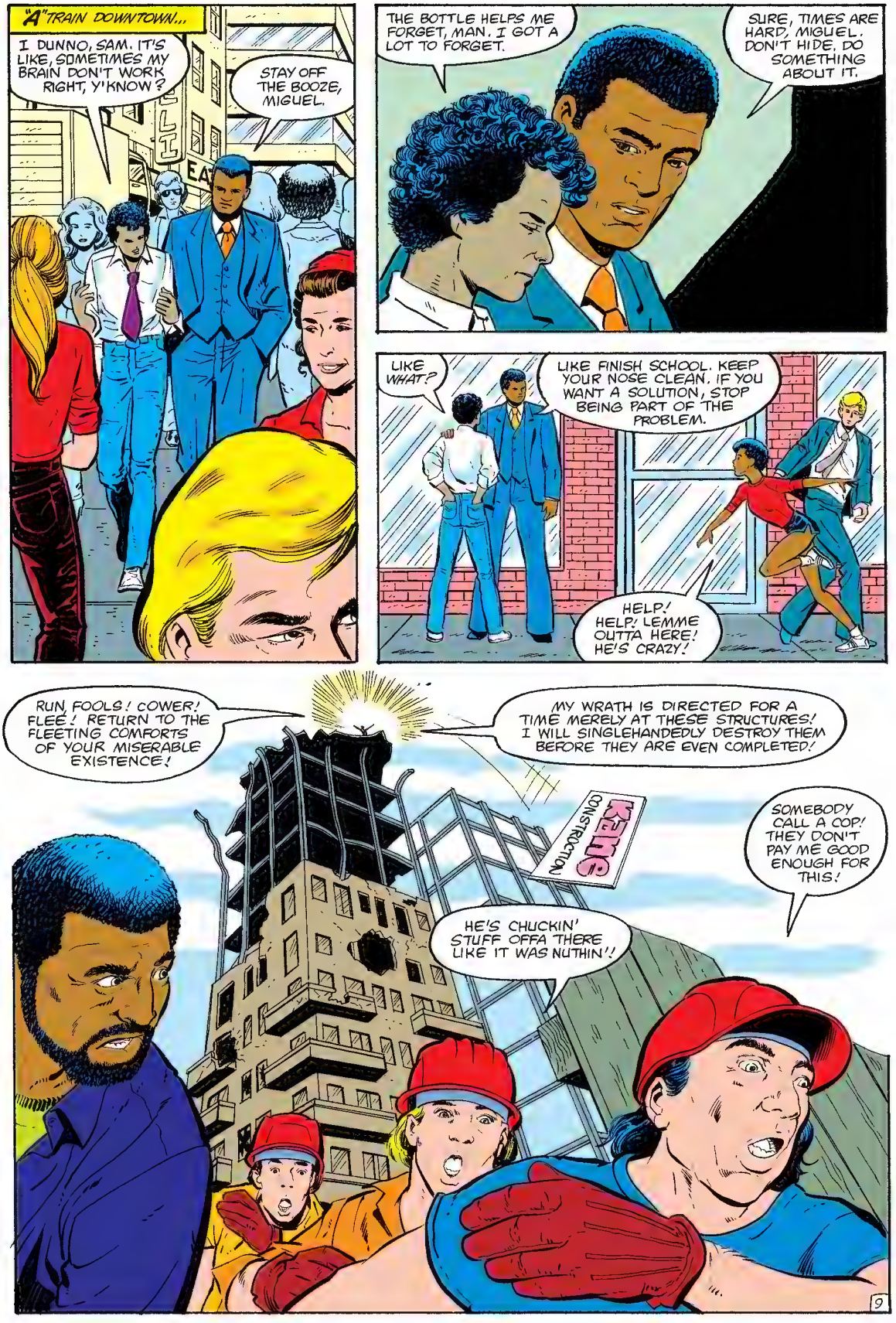

AN HOUR LATER, MANHATTAN CRIMINAL COURT BUILDING...
YOUR HONOR, IF I MAY SPEAK IN BEHALF OF THE DEFENDANT...
...MIGUEL IS A BRIGHT, RESOURCEFUL YOUNG MAN WITH ENORMOUS POTENTIAL.
SENDING HIM TO JAIL WILL ONLY KEEP HIM FROM FULFILLING THAT POTENTIAL, IF IT WOULD PLEASE THE COURT...
IT WOULD PLEASE THE COURT IF YOU'D DROP THE SAD SACK ROUTINE, MR. WILSON.


MIGUEL IS A REPEATED OFFENDER WHOSE ENTIRE COURSE OF CONDUCT SEEMS TO STEM FROM HIS DRINKING PROBLEM.
HE IS NOW CHARGED WITH A FELONY COUNT... A MOST DESPICABLE ONE AT THAT... AND THIS COURT FINDS IT HARD TO FEEL BAD ABOUT THROWING THE BOOK AT HIM.
I WAS POOR WHEN I WAS GROWING UP, AND I NEVER ROBBED ANYBODY, SO SPARE ME THE "HARD TIMES" STUFF, OKAY?

I HAVE NO CHOICE BUT TO RENDER THE VERDICT...
RIGHT THIS WAY...
BUT, YOUR HONOR...

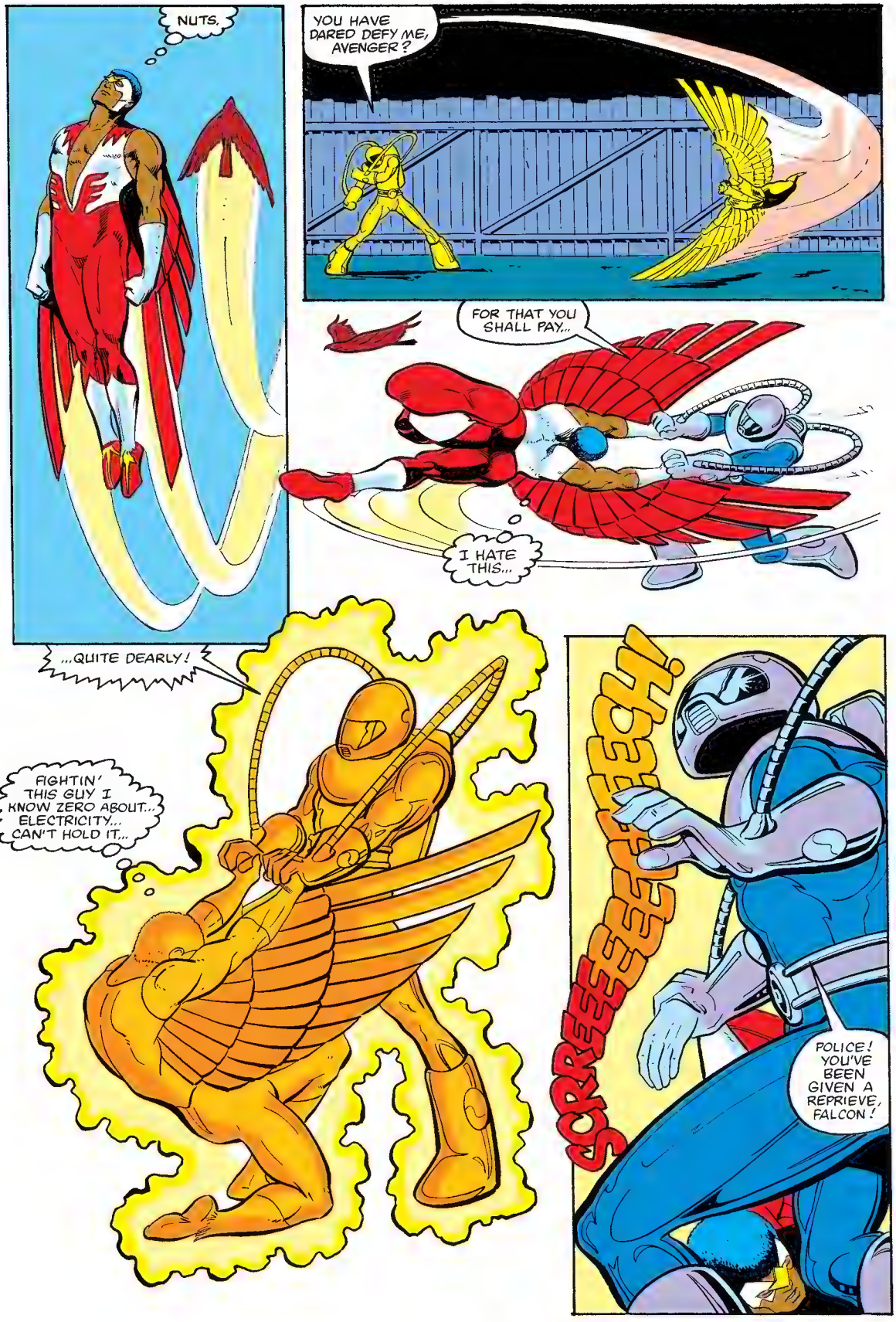
IT IS AT THE REQUEST OF SEÑOR FALCON, AND WITH THE CONSENT OF MY DAUGHTER LUCIA, THAT WE APPEAR. FALCON HAS FAITH IN THIS YOUNG MAN, AND I HAVE FAITH IN THE FALCON.
WE WITHDRAW THE COMPLAINT.

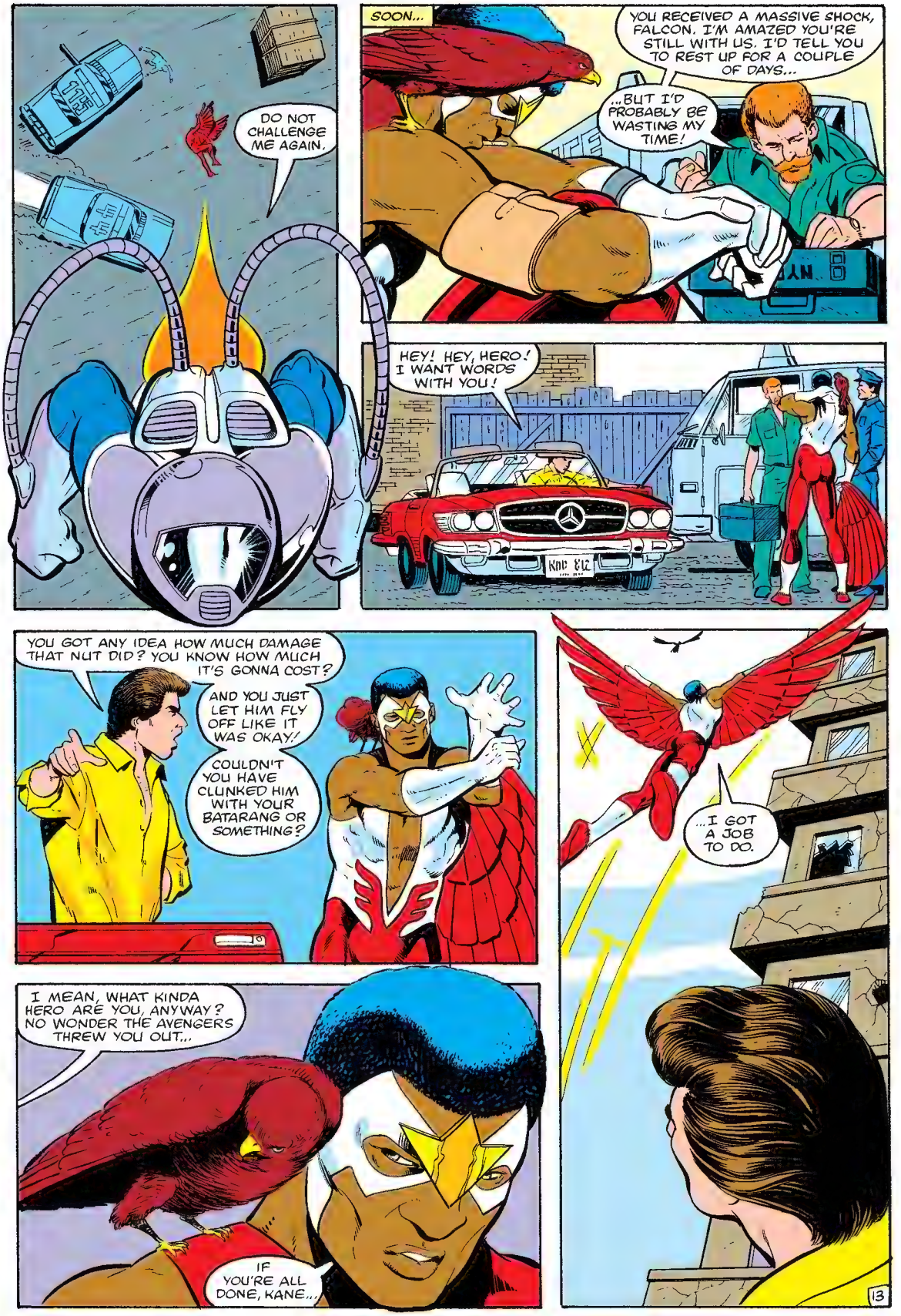

VERY WELL, THEN. CASE DISMISSED.
OH, GOOD. JUST BEFORE LUNCH.


"A" TRAIN DOWNTOWN...
I DUNNO, SAM. IT'S LIKE, SOMETIMES MY BRAIN DON'T WORK RIGHT, Y'KNOW?
STAY OFF THE BOOZE, MIGUEL.
THE BOTTLE HELPS ME FORGET, MAN. I GOT A LOT TO FORGET.
SURE, TIMES ARE HARD, MIGUEL. DON'T HIDE, DO SOMETHING ABOUT IT.
LIKE WHAT?
LIKE FINISH SCHOOL. KEEP YOUR NOSE CLEAN. IF YOU WANT A SOLUTION, STOP BEING PART OF THE PROBLEM.
HELP! HELP! LEMME OUTTA HERE! HE'S CRAZY!
RUN, FOOLS! COWER! FLEE! RETURN TO THE FLEETING COMFORTS OF YOUR MISERABLE EXISTENCE!
MY WRATH IS DIRECTED FOR A TIME MERELY AT THESE STRUCTURES! I WILL SINGLEHANDEDLY DESTROY THEM BEFORE THEY ARE EVEN COMPLETED!
CONSTRUCTION
SOMEBODY CALL A COP! THEY DON'T PAY ME GOOD ENOUGH FOR THIS!
HE'S CHUCKIN' STUFF OFFA THERE LIKE IT WAS NUTHIN'!
9

I NEMESIS!
PEEK-A-BOO!
THESE SITES WILL NEVER SEE COMPLETION!
ALSO...
I WILL BROOK NO OPPOSITION!
TOUGH.
KA-BLAM!
SILLY MAN.
SPLANG!
NOW THAT YOU HAVE DARED TO DEFY ME...
...WHO WILL SAVE YOU?

WUMPF
THOK!
FOOL!


NUTS.
YOU HAVE DARED DEFY ME, AVENGER?
FOR THAT YOU SHALL PAY..
I HATE THIS...
...QUITE DEARLY!
FIGHTIN' THIS GUY I KNOW ZERO ABOUT... ELECTRICITY... CAN'T HOLD IT...
SCRREEEE


DO NOT CHALLENGE ME AGAIN.
SOON...
YOU RECEIVED A MASSIVE SHOCK, FALCON. I'M AMAZED YOU'RE STILL WITH US. I'D TELL YOU TO REST UP FOR A COUPLE OF DAYS...
...BUT I'D PROBABLY BE WASTING MY TIME!
HEY! HEY, HERO! I WANT WORDS WITH YOU!
YOU GOT ANY IDEA HOW MUCH DAMAGE THAT NUT DID? YOU KNOW HOW MUCH IT'S GONNA COST?
AND YOU JUST LET HIM FLY OFF LIKE IT WAS OKAY!
COULDN'T YOU HAVE CLUNKED HIM WITH YOUR BATARANG OR SOMETHING?
...I GOT A JOB TO DO.
I MEAN, WHAT KINDA HERO ARE YOU, ANYWAY? NO WONDER THE AVENGERS THREW YOU OUT...
IF YOU'RE ALL DONE, KANE...
13

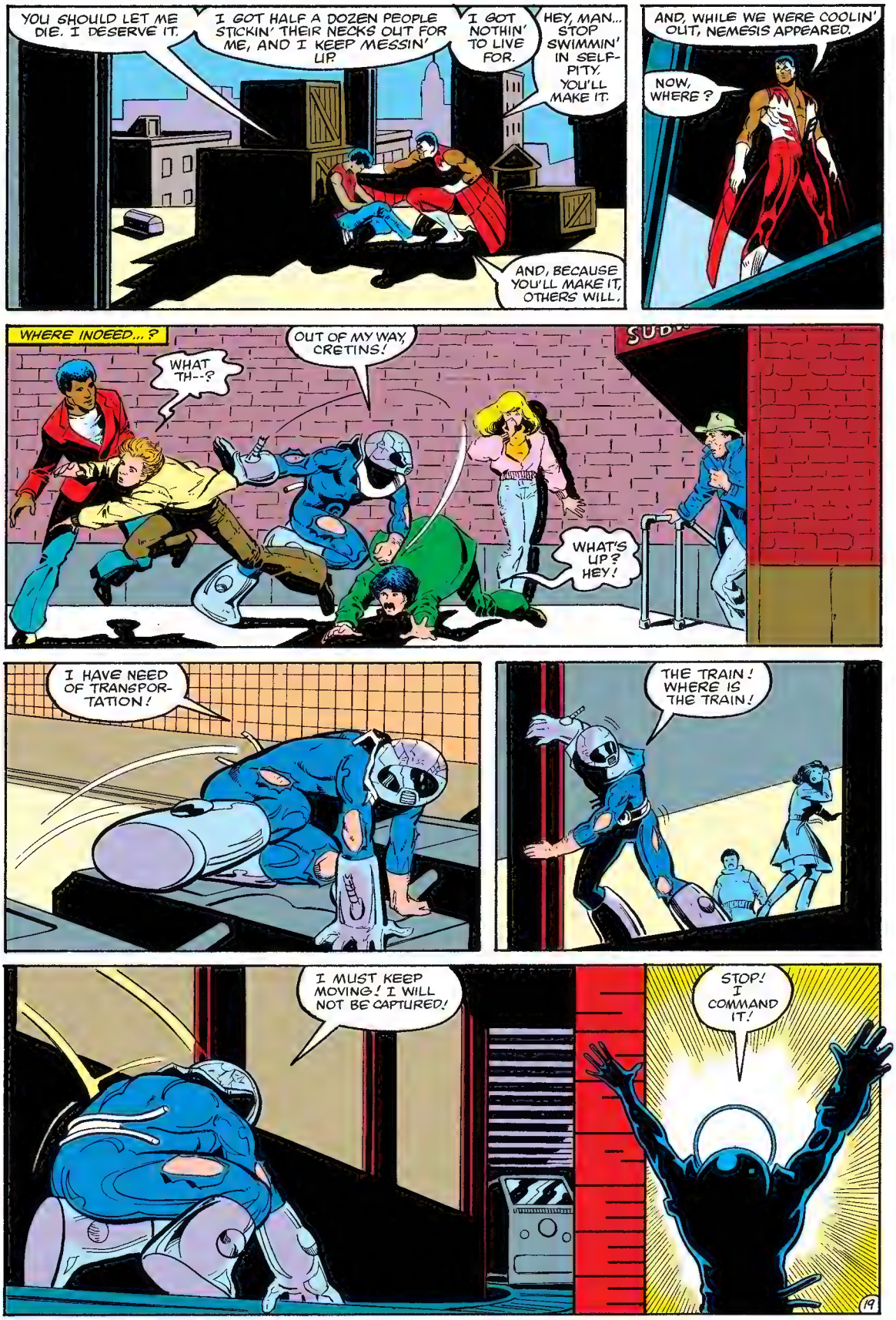
FIVE O'CLOCK. TIME FOR MIGUEL TO GO TO WORK. PART TIME. LOUSY PAY. BUT, IT HELPS...
SALVATORE'S ITALIAN GROCERY
OPEN 6-10
SPECIAL RAVIOLI 89¢ per pack
SPECIAL ENDIVES 49¢ per LB.
ORANGES 10¢
BANANAS 49
GRAPES 69¢
APPLES 30¢/LB
OPEN
MIGUEL, I UNDERSTAND YOU WERE ARRESTED LAST NIGHT.
BUT... MR. SALVATORE... I CAN EXPLAIN...
I DO NOT EMPLOY GANGSTERS!
SLAM!
B-BUT... I...
HELLO... HONEY!
WORD'S ALL OVER THE STREET, MIGUEL! IT'S LIKE GARBAGE!
WHAT'S LUCIA GOT THAT I DON'T, ANYWAY?
LOOK, YNA, I GOT TROUBLES RIGHT NOW, SO WHY DON'T YOU JUST BUZZ OFF, HUH?
OKAY.
NO... WAIT... I MEAN...
DAG!
CRASH

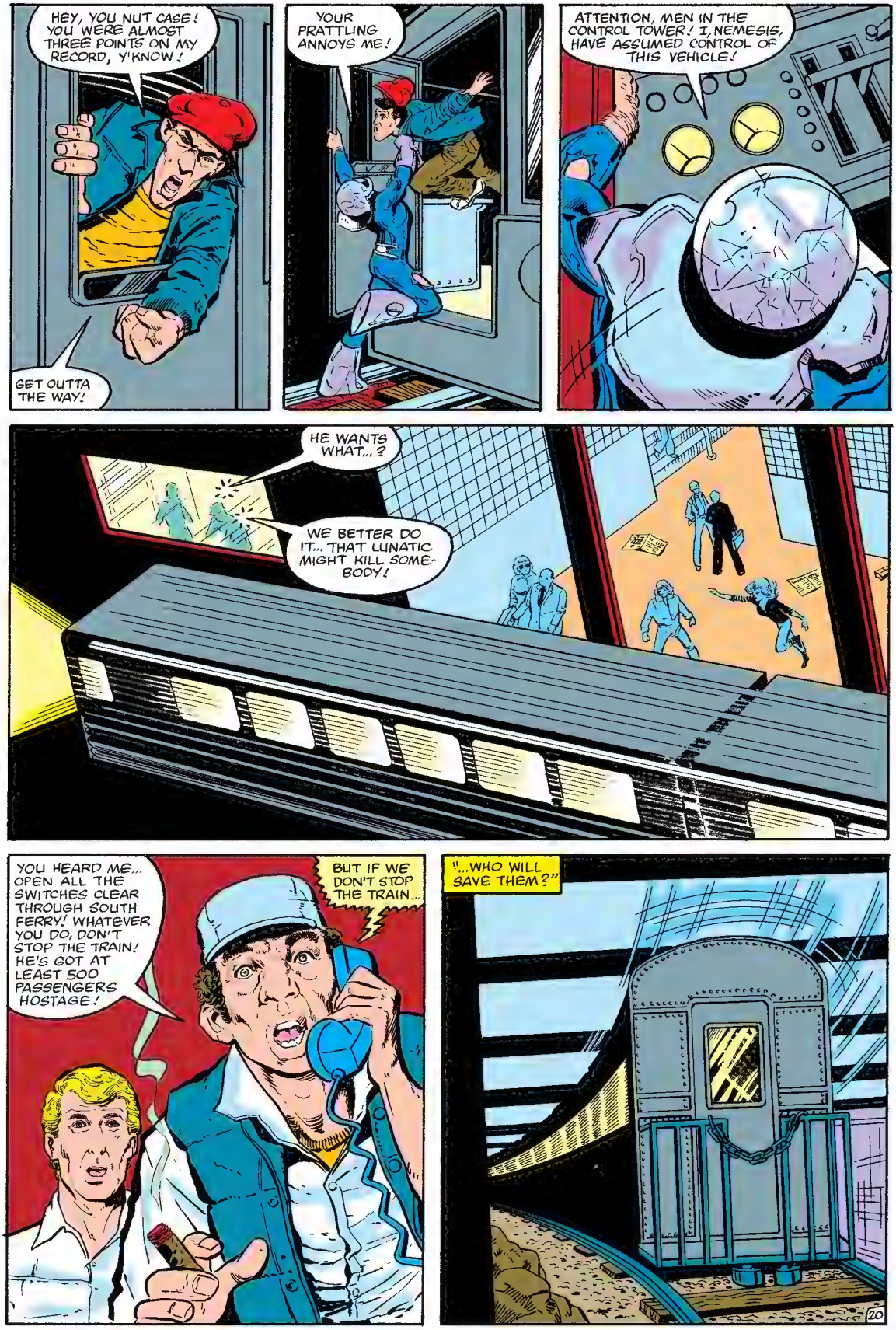
NIGHT.
...AND SO SHE SAYS "YES, BUT WHERE'S HIS WHEELCHAIR?"
GET IT?
HELLO?
YOU'RE A REAL CHEERY GUY, FALC.
AND I'M BORED. I'M SPLITTIN' FOR A BEER AN' THE LATE SHOW.
ANYTHING'S GOTTA BE MORE FUN THAN WATCHIN' YOU DO YOUR IMPRESSION OF A ROCK.
HOPE YOU GET THE BAD GUY, FALC. AND IF YOU DO... GIVE 'IM ONE FOR ME.
SOMEWHERE BELOW...
MIGUEL OL' BUDDY...
...YOU'RE DRUNK.
AIN'T IT GREAT?
SOMEBODY LEFT THEIR DOOR OPEN...
...THINK I'LL TAKE A PEEK...
15

SQUAWK!
SHUNK
BINGO.
IT'S SHOW TIME!
FALCON, YOU IRREPRESSIBLE FOOL! DON'T YOU REALIZE HOW FUTILE IT IS...
...TO...
...CHALLENGE...
...ME?
KRASH

IDIOT! DO YOU ACTUALLY THINK MERE CHAINS CAN HOLD NEMESIS?!?
SNAP
NOPE.
DIG...?
SMASH
YOU HAVE THE RIGHT TO REMAIN SILENT.

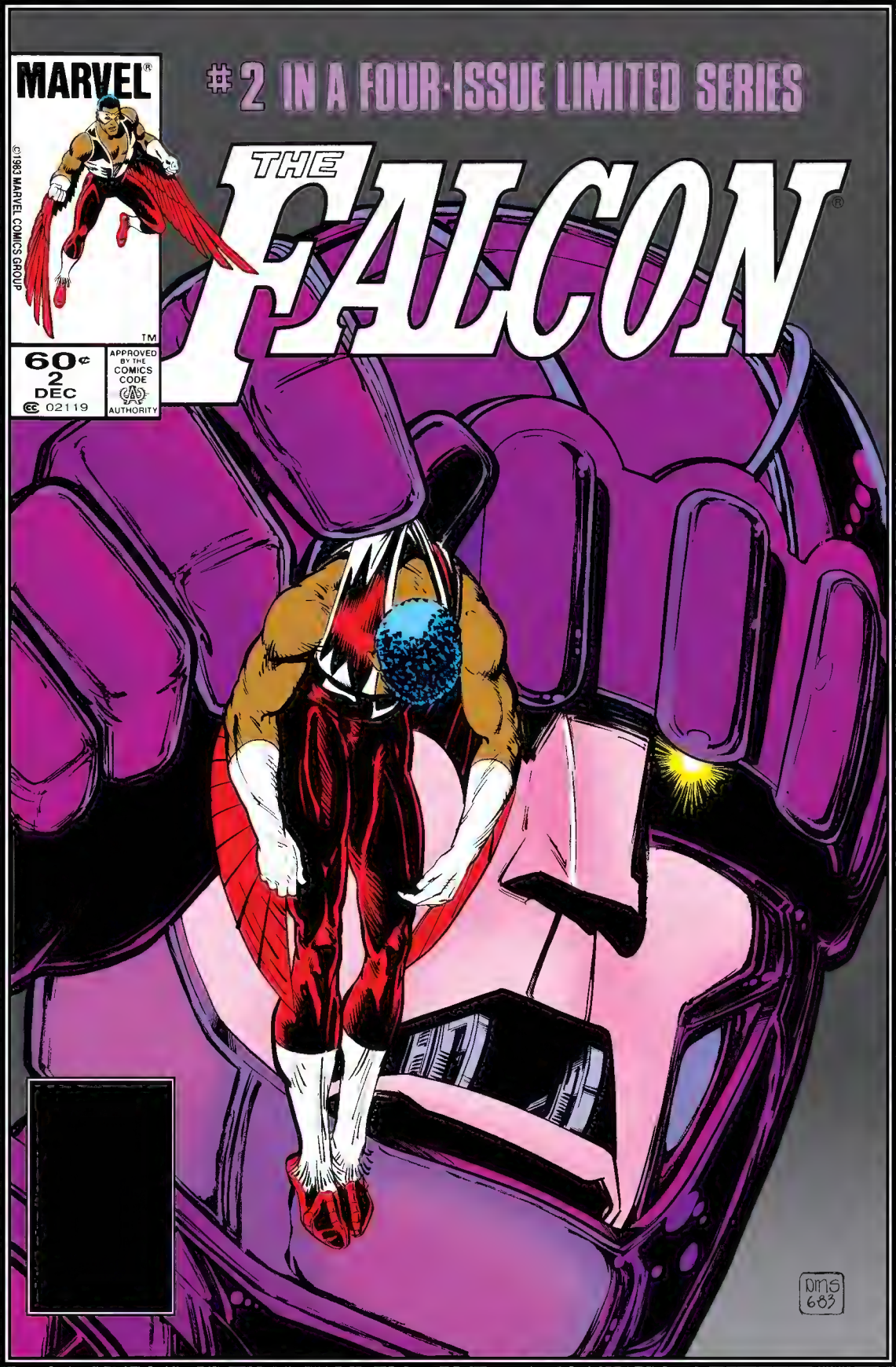
FALC!
GET OUTTA HERE!
THE WHOLE THING'S GONNA COME DOWN!
GET AWAY BEFORE THE DYNAMITE BLOWS!
LORD.
STAY COOL, MIGUEL.
FALC... NO! DON'T TRY IT, MAN... THE FUSE IS ALMOST GONE.
DON'T WASTE YOURSELF ON ME, MAN! I'M NOT WORTH IT!
I'LL JUST SCREW UP AGAIN!
FALC... NO!!
I KNOW JUST WHERE TO PUT THIS!
HEY, NEMESIS! HEADS UP!
18
KABOOM!
18


YOU SHOULD LET ME DIE. I DESERVE IT.
I GOT HALF A DOZEN PEOPLE STICKIN' THEIR NECKS OUT FOR ME, AND I KEEP MESSIN' UP.
I GOT NOTHIN' TO LIVE FOR.
HEY, MAN... STOP SWIMMIN' IN SELF-PITY. YOU'LL MAKE IT.
AND, BECAUSE YOU'LL MAKE IT, OTHERS WILL.
AND, WHILE WE WERE COOLIN' OUT, NEMESIS APPEARED.
NOW, WHERE?
WHERE INDEED...?
WHAT TH--?
OUT OF MY WAY, CRETINS!
WHAT'S UP? HEY!
I HAVE NEED OF TRANSPOR-TATION!
THE TRAIN! WHERE IS THE TRAIN!
I MUST KEEP MOVING! I WILL NOT BE CAPTURED!
STOP! I COMMAND IT!
19


HEY, YOU NUT CASE! YOU WERE ALMOST THREE POINTS ON MY RECORD, Y'KNOW!
GET OUTTA THE WAY!
YOUR PRATTLING ANNOYS ME!
ATTENTION, MEN IN THE CONTROL TOWER! I, NEMESIS, HAVE ASSUMED CONTROL OF THIS VEHICLE!
HE WANTS WHAT...?
WE BETTER DO IT... THAT LUNATIC MIGHT KILL SOMEBODY!
YOU HEARD ME... OPEN ALL THE SWITCHES CLEAR THROUGH SOUTH FERRY! WHATEVER YOU DO, DON'T STOP THE TRAIN! HE'S GOT AT LEAST 500 PASSENGERS HOSTAGE!
BUT IF WE DON'T STOP THE TRAIN...
"...WHO WILL SAVE THEM?"
20

I'VE GOT IT, I FINALLY FIGURED IT OUT. IT ALL MAKES SENSE NOW.
I'M NO GREAT DETECTIVE BUT IT DOESN'T TAKE MUCH TO FIGURE OUT WHO WOULD WANT TO DESTROY KANE'S BUILDINGS!
NOW, ALL I GOTTA DO IS STOP HIM. AND, CONSIDERING THAT I KNOW WHO THIS NEMESIS GUY IS...
...I'M REALLY GONNA ENJOY THIS!
YEAH...THE FALCON!
GO TO IT, FALC!
HE LOOKS LIKE HE'S OUT FOR SOME SERIOUS STOMPIN'!
DO IT TO IT, MY MAN!
14 ST
21

NO.
H-HOW DID HE KNOW...
AW, GEEZ... FOLLOWED BY A BIRD!
SQUAWK!
PITIFUL MISCREANTS... I SHALL... I MEAN... I'M GONNA...
...I'M GETTIN' THE HECK OUT...
CRASH
LAST STOP...
...KANE! STEAL A HIGH-POWERED EXO-SKELETON ARMORED SUIT FROM THE BRAND CORPORATION, DESTROY YOUR OWN BUILDINGS, AND GET RICH OFF THE INSURANCE. HOW UN-ORIGINAL.
BY THE WAY, DID I GET ANY BETTER?
EPILOGUE.
SO, YOU GOT TH' BAD GUY. THE NEW PROJECTS ARE DROWNING IN RED TAPE, AND THE NEIGHBORHOOD'S THAT MUCH POORER.
DO NOT ENTER
I MEAN, KANE'S PLACE WASN'T THE HILTON, BUT IT WAS ALL WE HAD.
YOU TELL ME, FALC. WHO'S THE WINNER?
HMMM...
HE IS.
OPEN 6-10
SPECIAL ENDING
END.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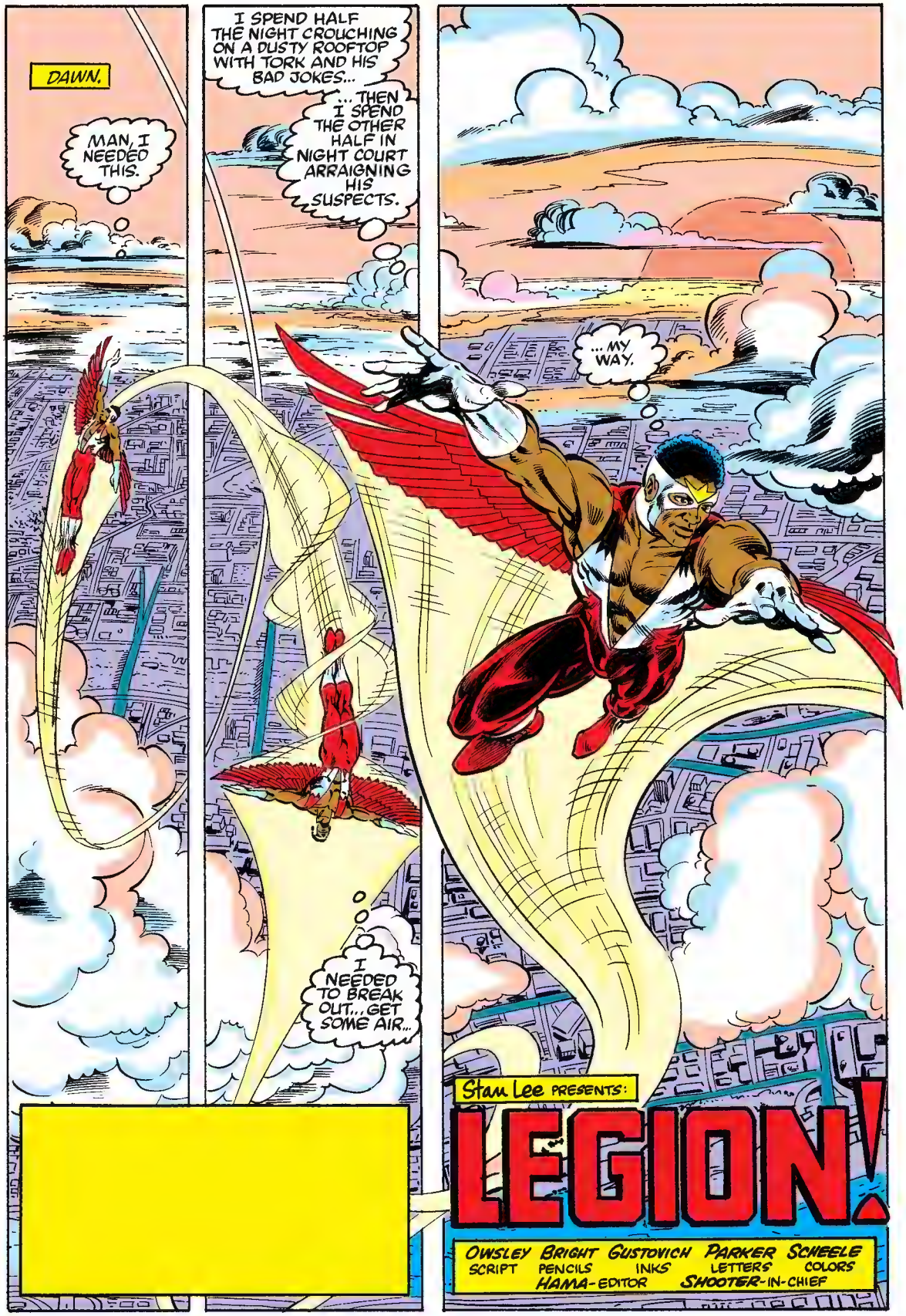
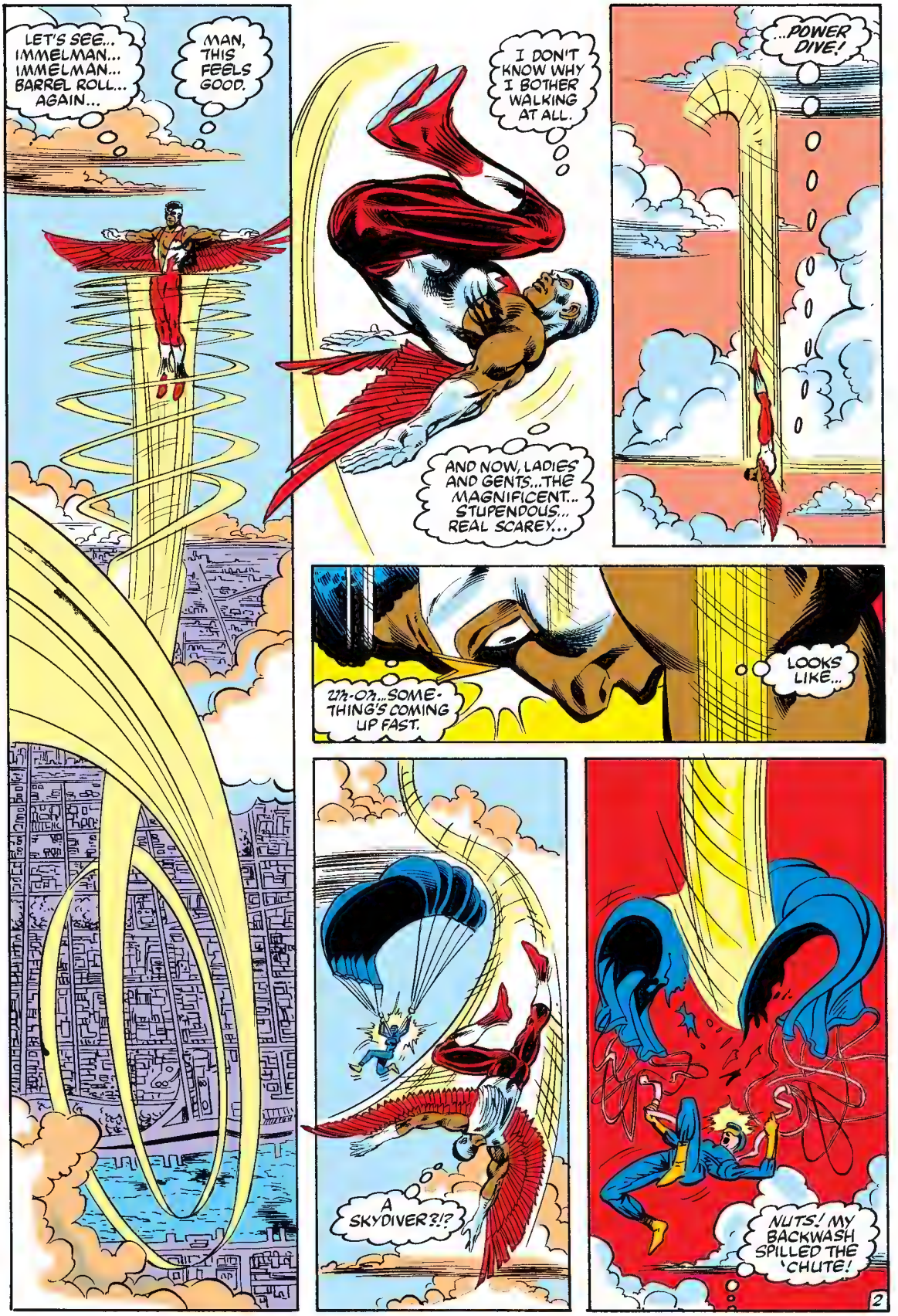
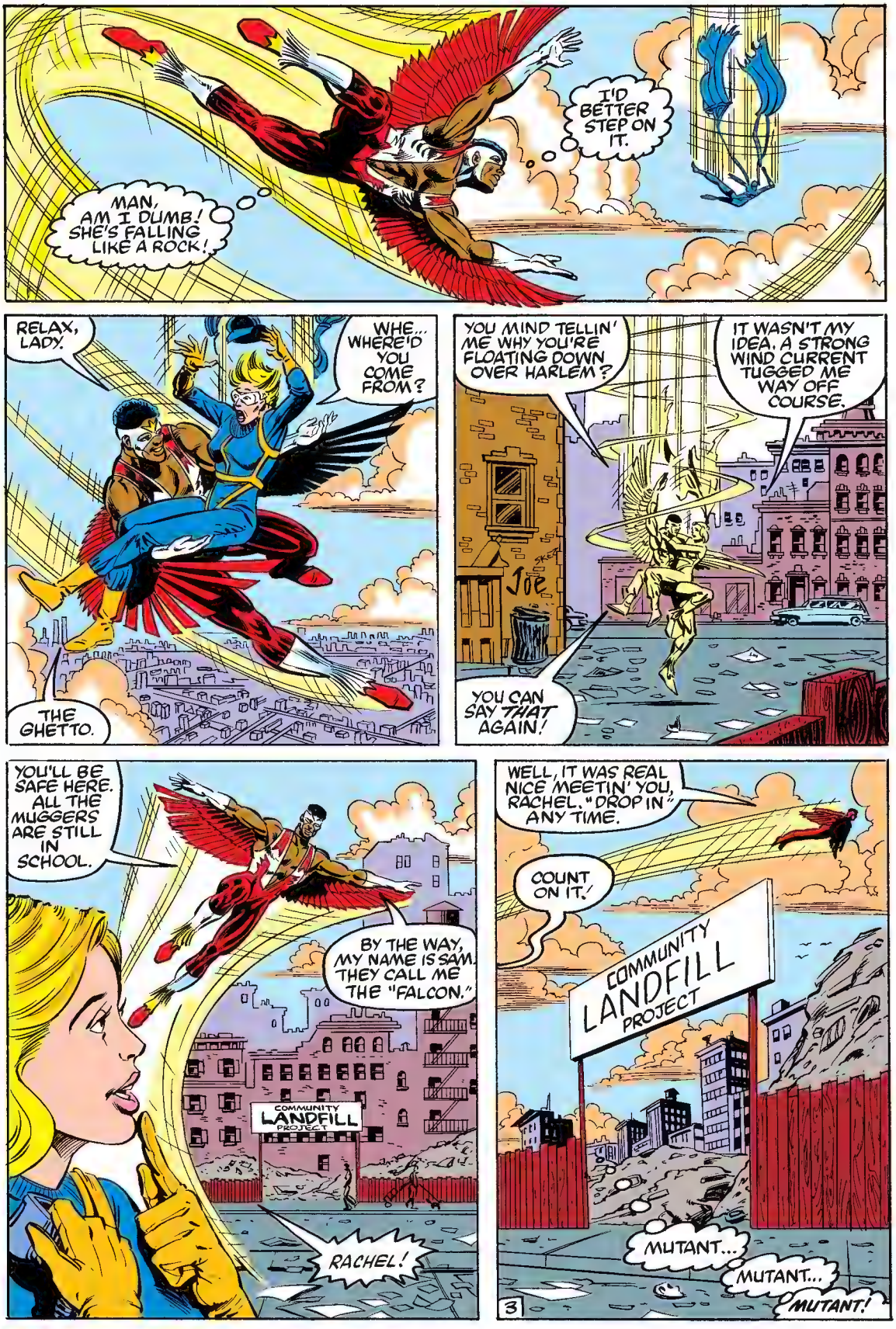
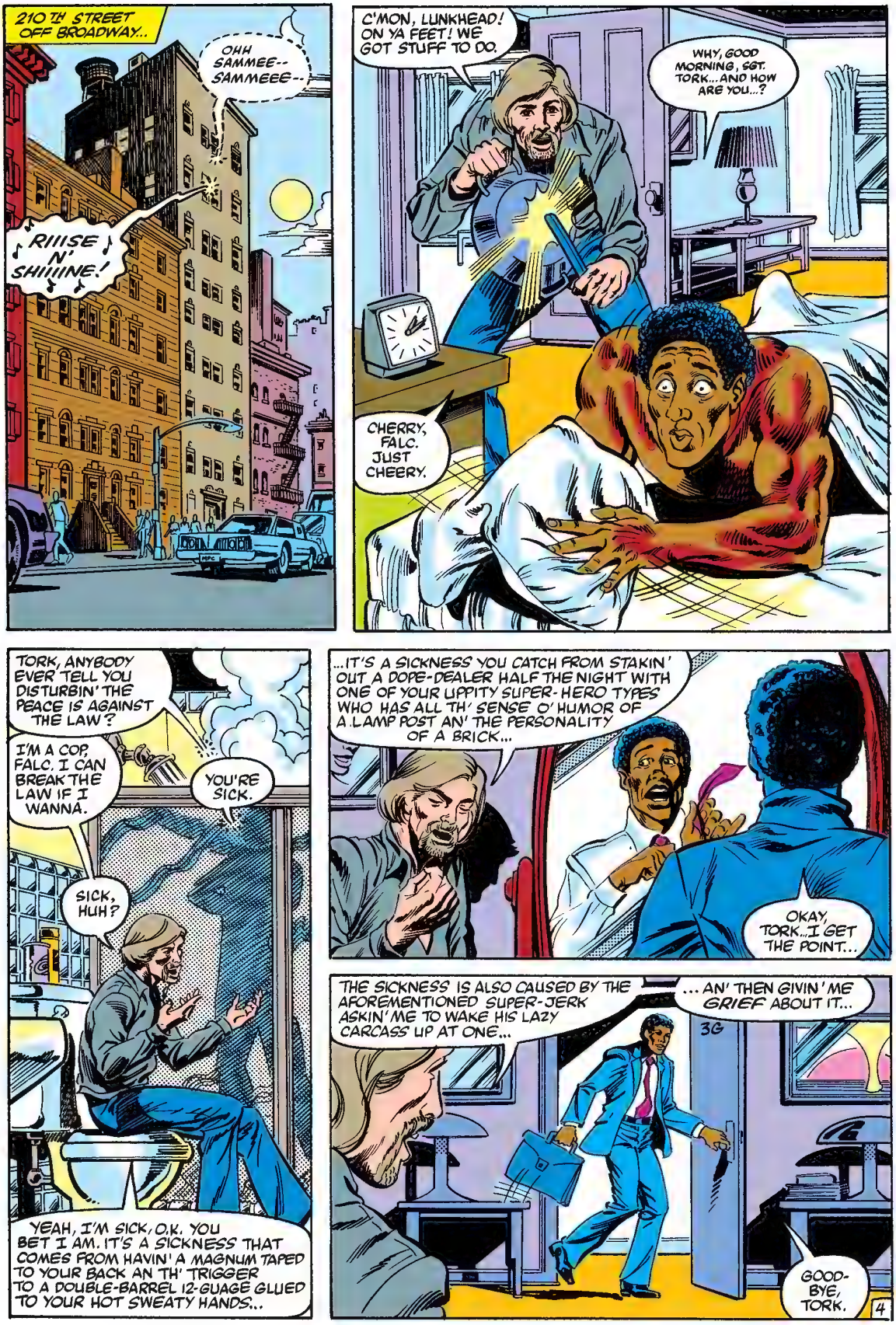
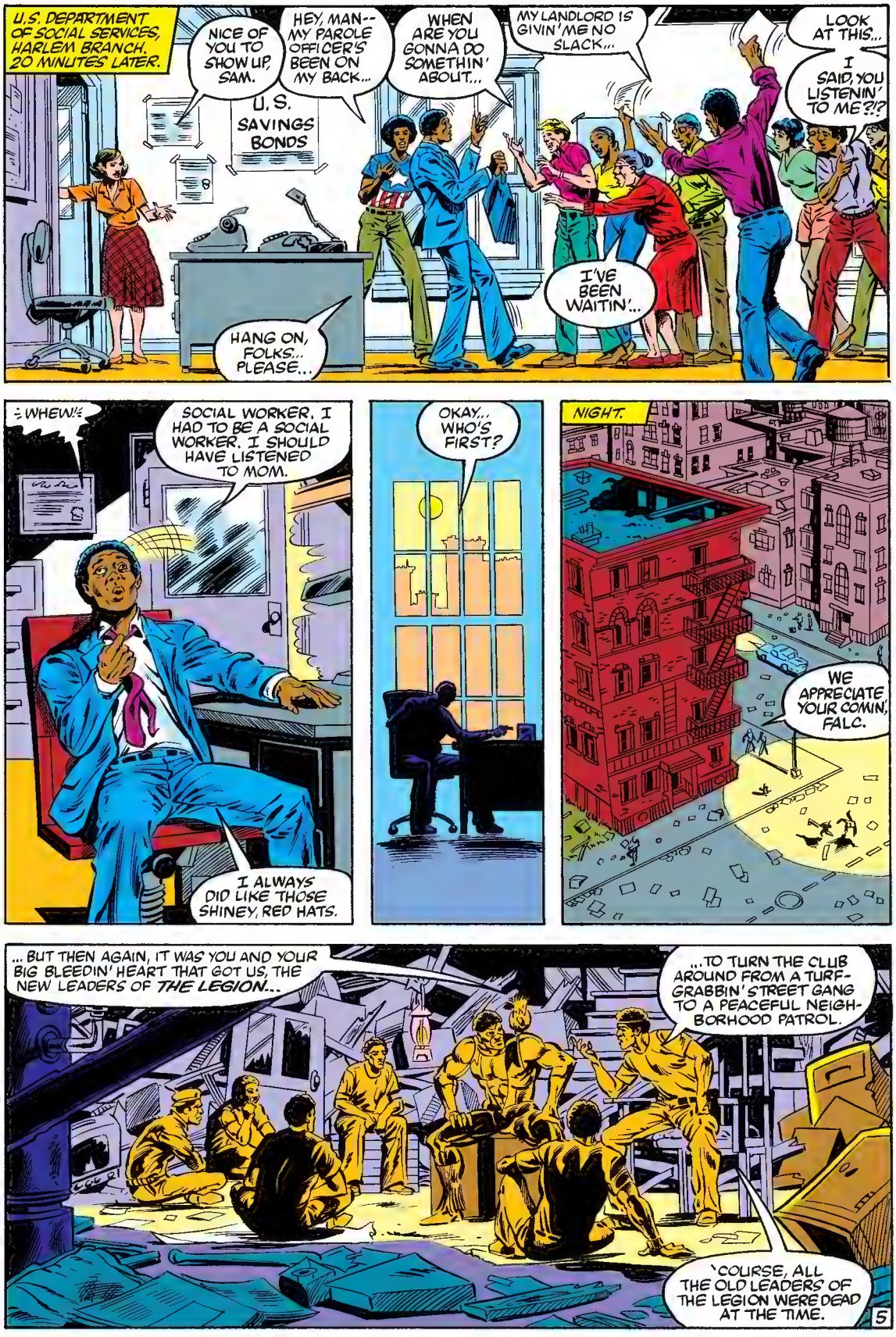

DAWN.
MAN, I NEEDED THIS.
I SPEND HALF THE NIGHT CROUCHING ON A DUSTY ROOFTOP WITH TORK AND HIS BAD JOKES...
...THEN I SPEND THE OTHER HALF IN NIGHT COURT ARRAIGNING HIS SUSPECTS.
I NEEDED TO BREAK OUT... GET SOME AIR...
...MY WAY.
Stan Lee PRESENTS:
LEGION!
OWSLEY SCRIPT
BRIGHT PENCILS
GUSTOVICH INKS
PARKER LETTERS
SCHEELE COLORS
HAMA-EDITOR
SHOOTER-IN-CHIEF


LET'S SEE... IMMELMAN... IMMELMAN... BARREL ROLL... AGAIN...
MAN, THIS FEELS GOOD.
I DON'T KNOW WHY I BOTHER WALKING AT ALL.
AND NOW, LADIES AND GENTS...THE MAGNIFICENT... STUPENDOUS... REAL SCAREY...
...POWER DIVE!
LOOKS LIKE...
UH-OH...SOMETHING'S COMING UP FAST.
A SKYDIVER?!?
NUTS! MY BACKWASH SPILLED THE 'CHUTE!
2

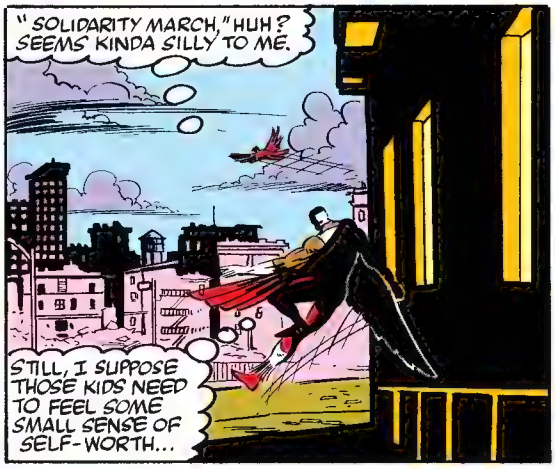

MAN, AM I DUMB! SHE'S FALLING LIKE A ROCK!
I'D BETTER STEP ON IT.
RELAX, LADY.
WHE... WHERE'D YOU COME FROM?
THE GHETTO.
YOU MIND TELLIN' ME WHY YOU'RE FLOATING DOWN OVER HARLEM?
IT WASN'T MY IDEA. A STRONG WIND CURRENT TUGGED ME WAY OFF COURSE.
Joe
YOU CAN SAY THAT AGAIN!
YOU'LL BE SAFE HERE. ALL THE MUGGERS ARE STILL IN SCHOOL.
BY THE WAY, MY NAME IS SAM. THEY CALL ME THE "FALCON."
COMMUNITY LANDFILL PROJECT
RACHEL!
WELL, IT WAS REAL NICE MEETIN' YOU, RACHEL. "DROP IN" ANY TIME.
COUNT ON IT.
COMMUNITY LANDFILL PROJECT
MUTANT...
MUTANT...
MUTANT!
3

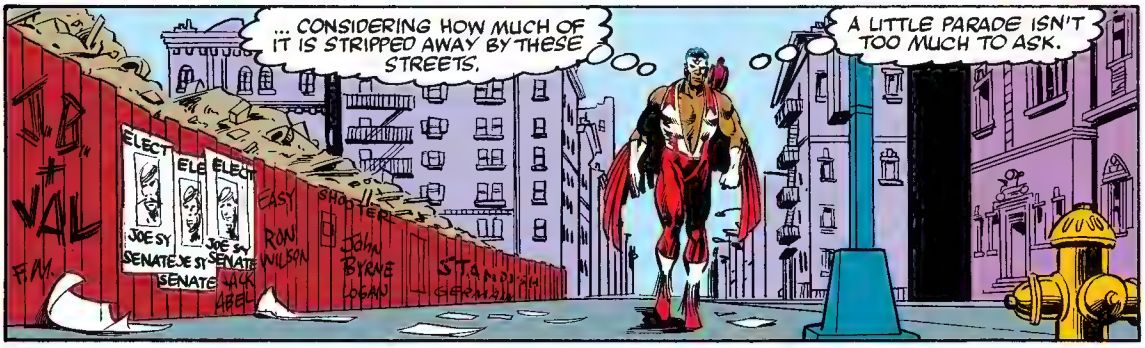

210 TH STREET OFF BROADWAY...
OHH SAMMEE-- SAMMEEE--
♪ RIIISE N' SHIIIINE! ♪
C'MON, LUNKHEAD! ON YA FEET! WE GOT STUFF TO DO.
WHY, GOOD MORNING, SGT. TORK... AND HOW ARE YOU...?
CHERRY, FALC. JUST CHEERY.
TORK, ANYBODY EVER TELL YOU DISTURBIN' THE PEACE IS AGAINST THE LAW?
I'M A COP, FALC. I CAN BREAK THE LAW IF I WANNA.
YOU'RE SICK.
SICK, HUH?
YEAH, I'M SICK, O.K. YOU BET I AM. IT'S A SICKNESS THAT COMES FROM HAVIN' A MAGNUM TAPED TO YOUR BACK AN TH' TRIGGER TO A DOUBLE-BARREL 12-GUAGE GLUED TO YOUR HOT SWEATY HANDS...
...IT'S A SICKNESS YOU CATCH FROM STAKIN' OUT A DOPE-DEALER HALF THE NIGHT WITH ONE OF YOUR UPPITY SUPER-HERO TYPES WHO HAS ALL TH' SENSE O' HUMOR OF A LAMP POST AN' THE PERSONALITY OF A BRICK...
OKAY, TORK... I GET THE POINT...
THE SICKNESS IS ALSO CAUSED BY THE AFOREMENTIONED SUPER-JERK ASKIN' ME TO WAKE HIS LAZY CARCASS UP AT ONE...
... AN' THEN GIVIN' ME GRIEF ABOUT IT...
3G
GOOD-BYE, TORK.
4

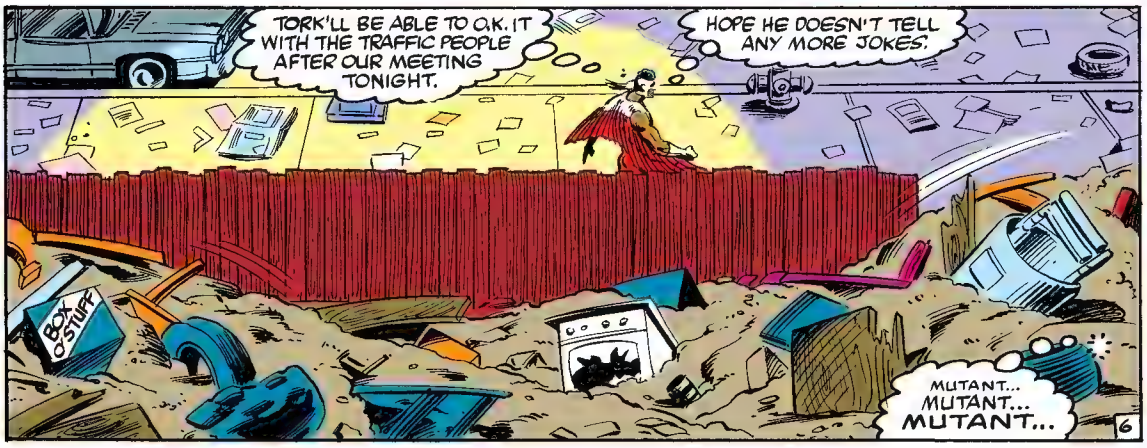

U.S. DEPARTMENT OF SOCIAL SERVICES, HARLEM BRANCH. 20 MINUTES LATER.
NICE OF YOU TO SHOW UP, SAM.
HEY, MAN-- MY PAROLE OFFICER'S BEEN ON MY BACK...
WHEN ARE YOU GONNA DO SOMETHIN' ABOUT...
MY LANDLORD IS GIVIN' ME NO SLACK...
LOOK AT THIS...
I SAID, YOU LISTENIN' TO ME?!?
U.S. SAVINGS BONDS
I'VE BEEN WAITIN'...
HANG ON, FOLKS... PLEASE...
WHEW!
SOCIAL WORKER. I HAD TO BE A SOCIAL WORKER. I SHOULD HAVE LISTENED TO MOM.
I ALWAYS DID LIKE THOSE SHINEY, RED HATS.
OKAY... WHO'S FIRST?
NIGHT.
WE APPRECIATE YOUR COMIN', FALC.
... BUT THEN AGAIN, IT WAS YOU AND YOUR BIG BLEEDIN' HEART THAT GOT US, THE NEW LEADERS OF THE LEGION...
...TO TURN THE CLUB AROUND FROM A TURF-GRABBIN' STREET GANG TO A PEACEFUL NEIGHBORHOOD PATROL.
'COURSE, ALL THE OLD LEADERS OF THE LEGION WERE DEAD AT THE TIME.
5

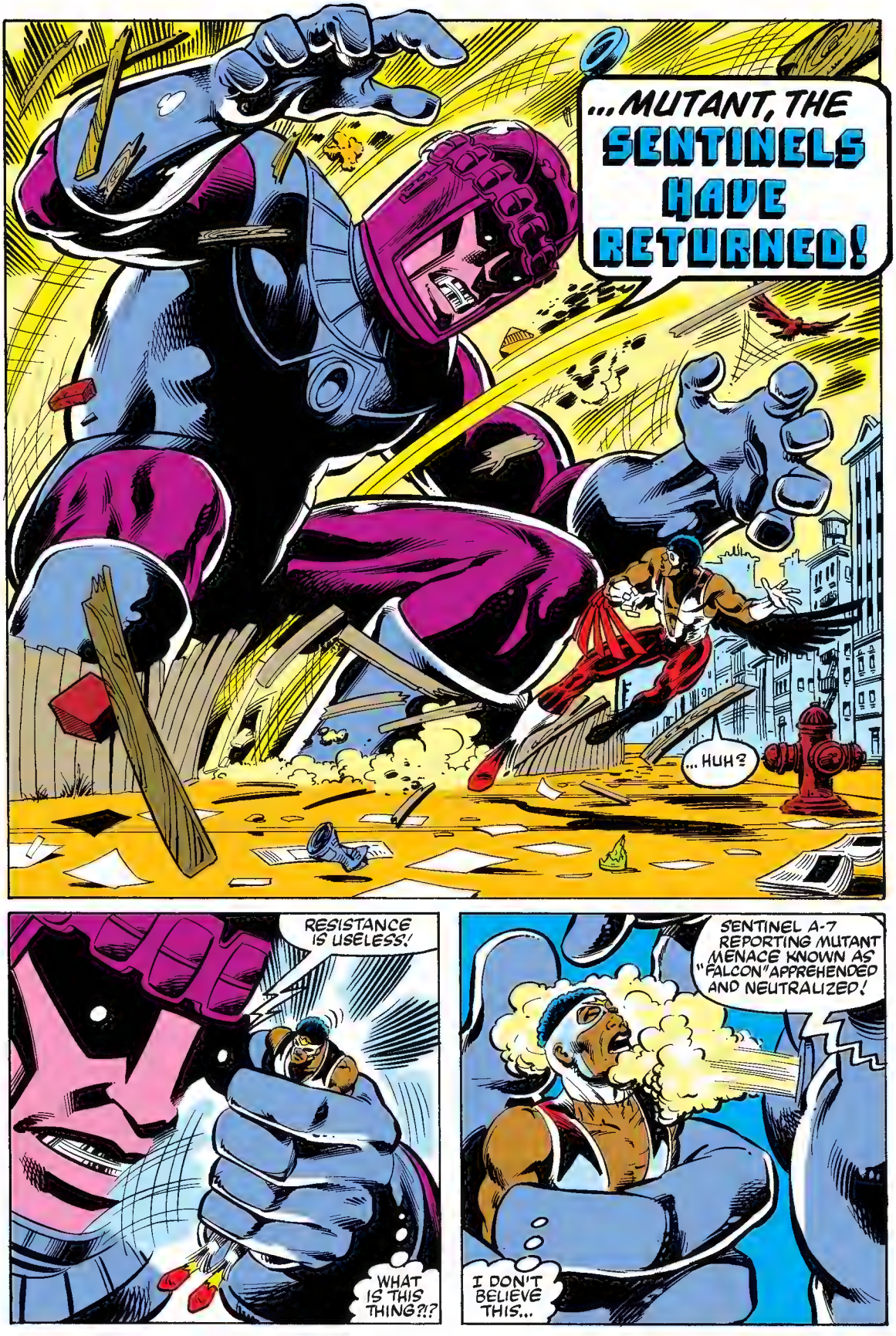
SO, OKAY, THE LEGION DON'T STICK UP OLD LADIES OR SHOOT UP JACK'S PIZZA JOINT NO MORE... WE STILL GOT OUR PRIDE.
TOMORROW, WE WANNA SOLDIER DOWN LENOX IN FULL COLORS';* SORT OF A SOLIDARITY MARCH. WE WANT YOU TO SQUARE IT WITH THE MAN.
WHY ME?
YOU CHANGED THE LEGION, FALC. A LOT. BUT NICE GUYS OR NO, THE LEGION DON'T TALK TO THE MAN. NEVER HAPPEN.
YOUR HOMEBOY, TORK AIN'T NO EXCEPTION.
*PARADE OPENLY WEARING THEIR GANG UNIFORMS.
TORK'S COOL.
IF YOU SAY SO.

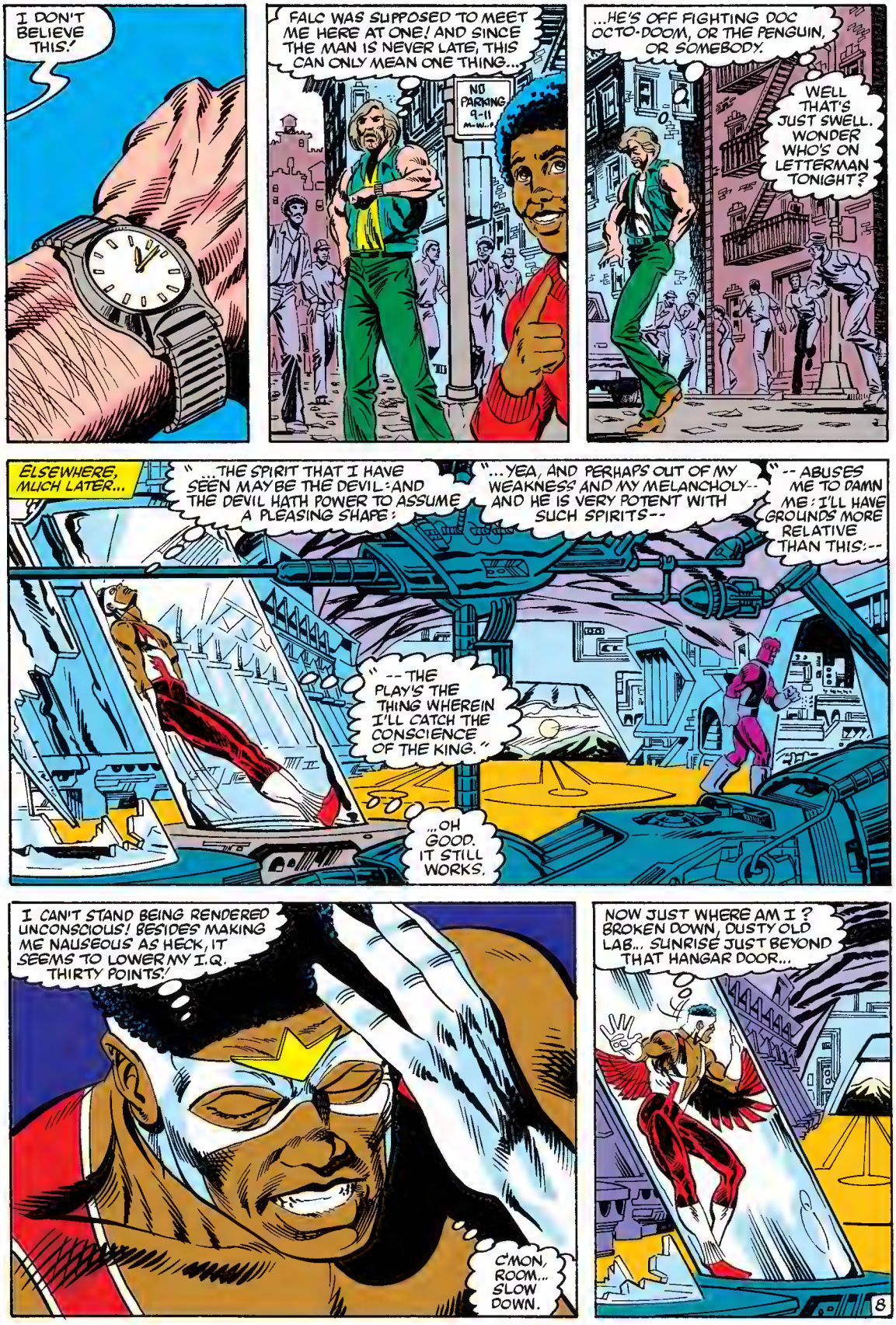
DON'T SWEAT IT, XEON. I'LL SET IT UP.
YOU'RE A SOLID DUDE, FALC.

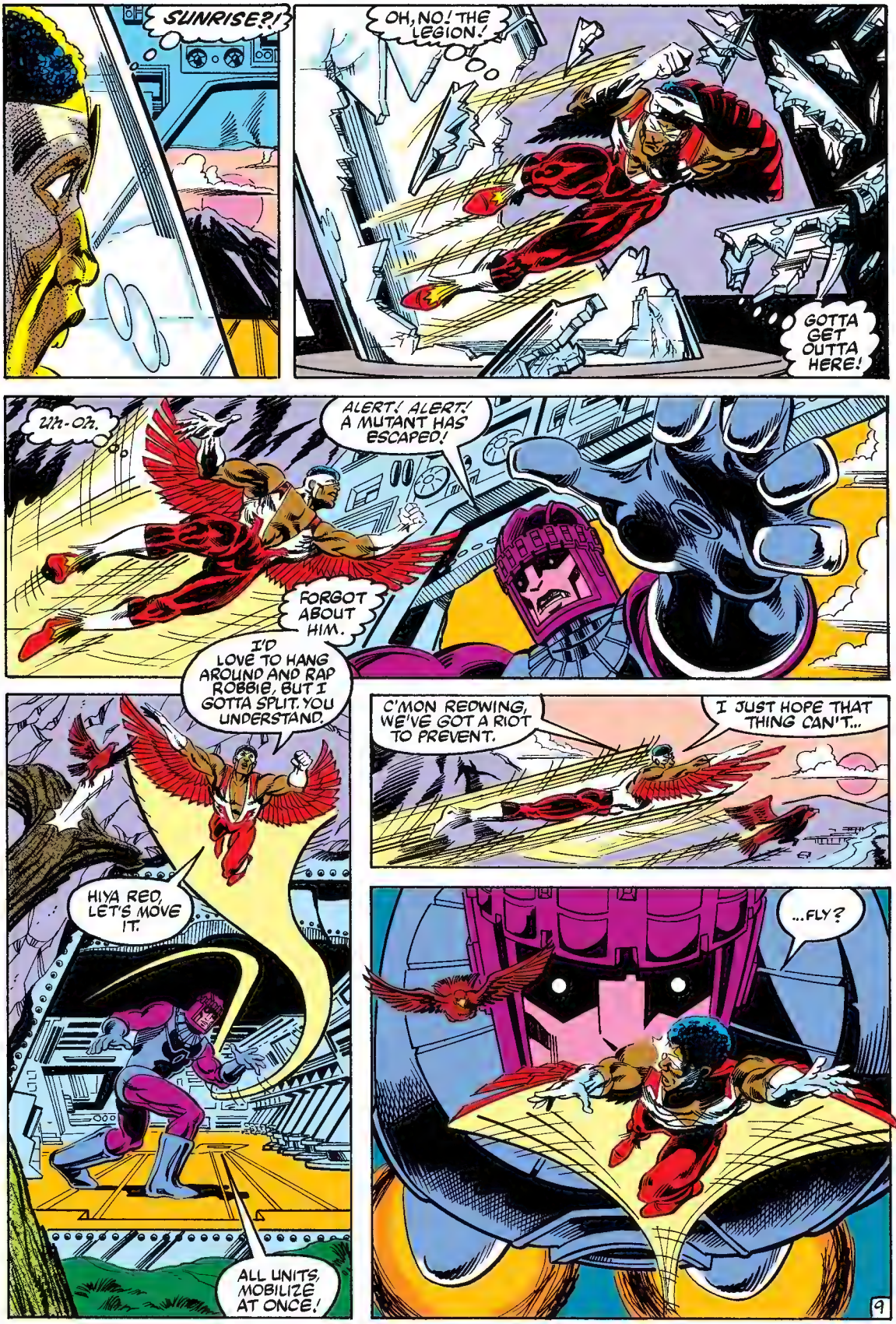

"SOLIDARITY MARCH," HUH? SEEMS KINDA SILLY TO ME.
STILL, I SUPPOSE THOSE KIDS NEED TO FEEL SOME SMALL SENSE OF SELF-WORTH...


... CONSIDERING HOW MUCH OF IT IS STRIPPED AWAY BY THESE STREETS.
A LITTLE PARADE ISN'T TOO MUCH TO ASK.
ELECT
JOE SY SENATE
RON WILSON
John Byrne
EASY

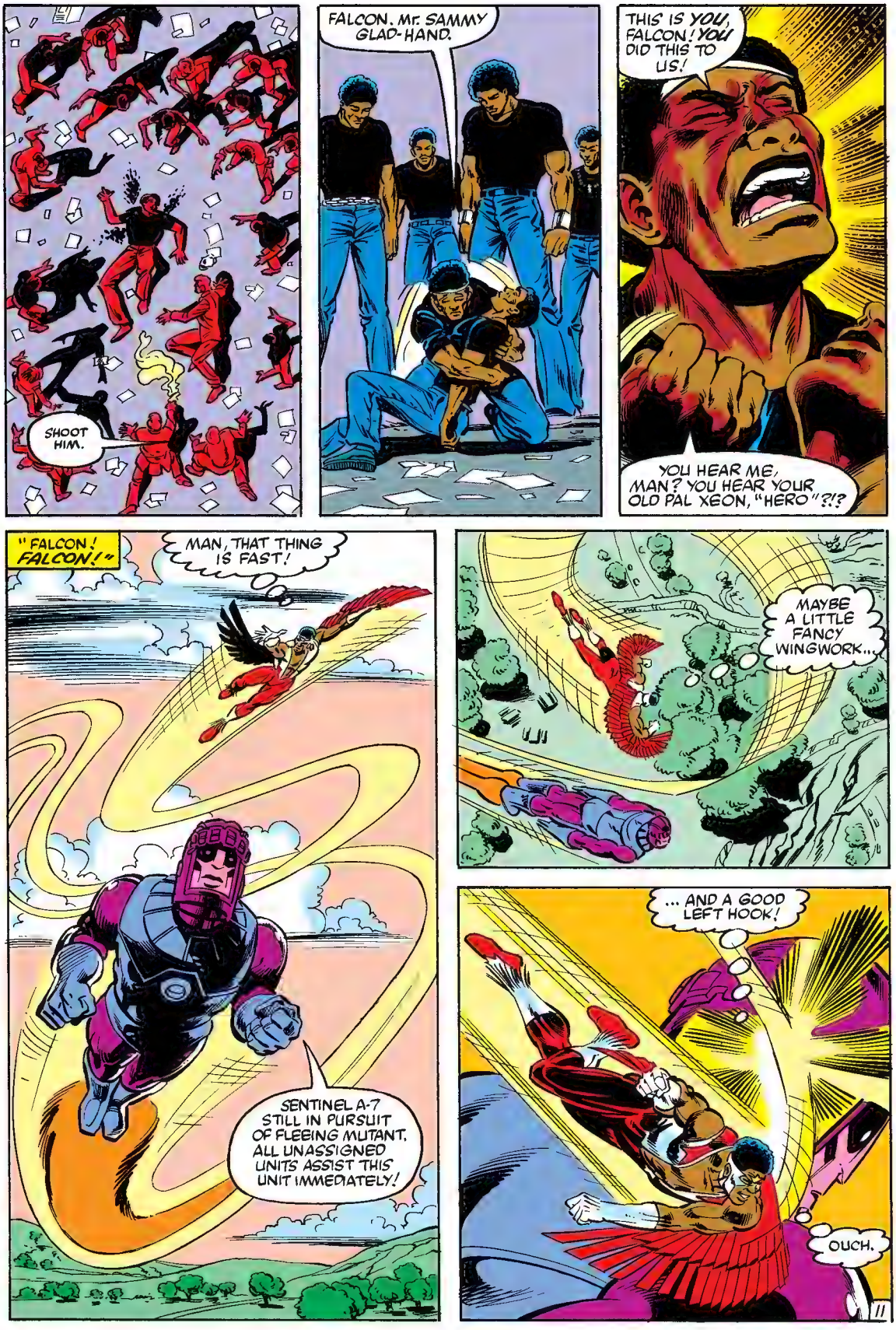

TORK'LL BE ABLE TO O.K. IT WITH THE TRAFFIC PEOPLE AFTER OUR MEETING TONIGHT.
HOPE HE DOESN'T TELL ANY MORE JOKES.
BOX O STUFF
MUTANT... MUTANT... MUTANT...
6

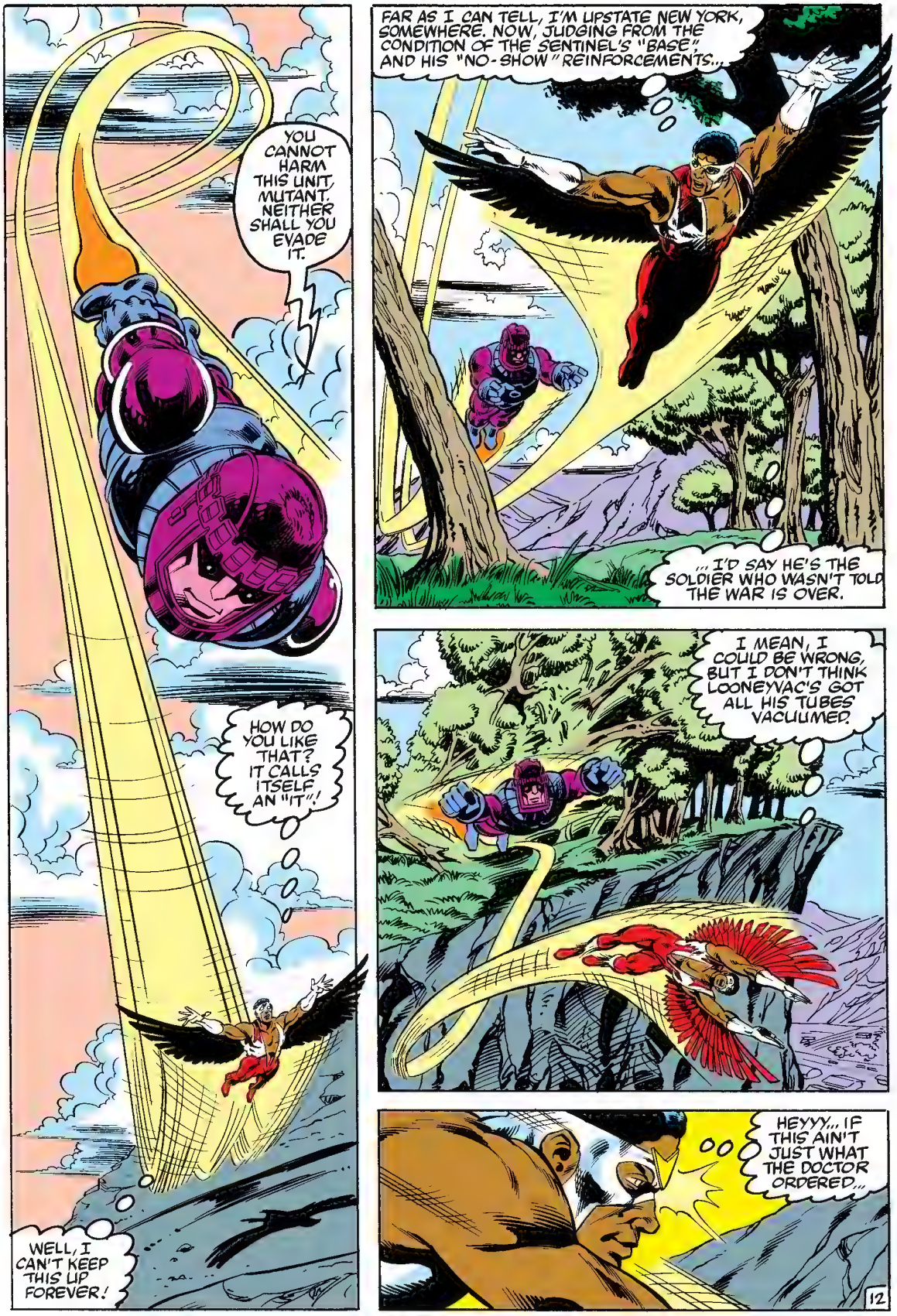

...MUTANT, THE SENTINELS HAVE RETURNED!
... HUH?
RESISTANCE IS USELESS!
WHAT IS THIS THING?!?
SENTINEL A-7 REPORTING MUTANT MENACE KNOWN AS "FALCON" APPREHENDED AND NEUTRALIZED!
I DON'T BELIEVE THIS...


I DON'T BELIEVE THIS!
FALC WAS SUPPOSED TO MEET ME HERE AT ONE! AND SINCE THE MAN IS NEVER LATE, THIS CAN ONLY MEAN ONE THING...
NO PARKING 9-11 M-W...
...HE'S OFF FIGHTING DOC OCTO-DOOM, OR THE PENGUIN, OR SOMEBODY.
WELL THAT'S JUST SWELL. WONDER WHO'S ON LETTERMAN TONIGHT?
ELSEWHERE, MUCH LATER...
"...THE SPIRIT THAT I HAVE SEEN MAY BE THE DEVIL: AND THE DEVIL HATH POWER TO ASSUME A PLEASING SHAPE:
"...YEA, AND PERHAPS OUT OF MY WEAKNESS AND MY MELANCHOLY-- AND HE IS VERY POTENT WITH SUCH SPIRITS--
"-- ABUSES ME TO DAMN ME: I'LL HAVE GROUNDS MORE RELATIVE THAN THIS:--
"-- THE PLAY'S THE THING WHEREIN I'LL CATCH THE CONSCIENCE OF THE KING."
...OH GOOD. IT STILL WORKS.
I CAN'T STAND BEING RENDERED UNCONSCIOUS! BESIDES MAKING ME NAUSEOUS AS HECK, IT SEEMS TO LOWER MY I.Q. THIRTY POINTS!
C'MON, ROOM... SLOW DOWN.
NOW JUST WHERE AM I? BROKEN DOWN, DUSTY OLD LAB... SUNRISE JUST BEYOND THAT HANGAR DOOR...
8


SUNRISE?!
OH, NO! THE LEGION!
GOTTA GET OUTTA HERE!
Uh-oh.
ALERT! ALERT! A MUTANT HAS ESCAPED!
FORGOT ABOUT HIM.
I'D LOVE TO HANG AROUND AND RAP ROBBIE, BUT I GOTTA SPLIT. YOU UNDERSTAND.
C'MON REDWING, WE'VE GOT A RIOT TO PREVENT.
I JUST HOPE THAT THING CAN'T...
HIYA RED, LET'S MOVE IT.
ALL UNITS, MOBILIZE AT ONCE!
...FLY?
9

MEANWHILE, BACK IN THE CITY...
OKAY... OKAY... "XEROX" OR WHATEVER... WHAT THE HECK'S GOIN' ON?
IT'S XEON. "ZEE-ON," LITE-BRITE, AND YOU'RE IN MY WAY.
IZZAT SO? LEMME TELL YOU, KID...
YOU "LEGION" PEOPLE MAY HAVE REFORMED IN THE PUBLIC'S EYE...
... BUT TO ME, YOU'RE STILL A BUNCH OF NO GOOD HOODS WHO ALL SHOULD BE SWEPT BACK INTO THE GUTTER WHERE YOU CAME FROM.
IN OTHER WORDS... MOVE YER PARADE BEFORE I RAIN ON IT!
XEON!
LAY OFF 'IM, MAN!
LEGION... WE GOT STATIC!
GREAT! THREE WEEKS OUT OF THE ACADEMY AND I DRAW RIOT DUTY! OH, NO... THAT KID'S GOING TO TRASH ARNIE!
HEY... F-FREEZE...
WHAT THE... HEY, YOU STUPID ROOKIE...
BLAM
...DON'T...


SHOOT HIM.
FALCON. Mr. SAMMY GLAD-HAND.
THIS IS YOU, FALCON! YOU DID THIS TO US!
YOU HEAR ME, MAN? YOU HEAR YOUR OLD PAL XEON, "HERO"?!?
"FALCON! FALCON!"
MAN, THAT THING IS FAST!
SENTINEL A-7 STILL IN PURSUIT OF FLEEING MUTANT. ALL UNASSIGNED UNITS ASSIST THIS UNIT IMMEDIATELY!
MAYBE A LITTLE FANCY WINGWORK...
... AND A GOOD LEFT HOOK!
OUCH.

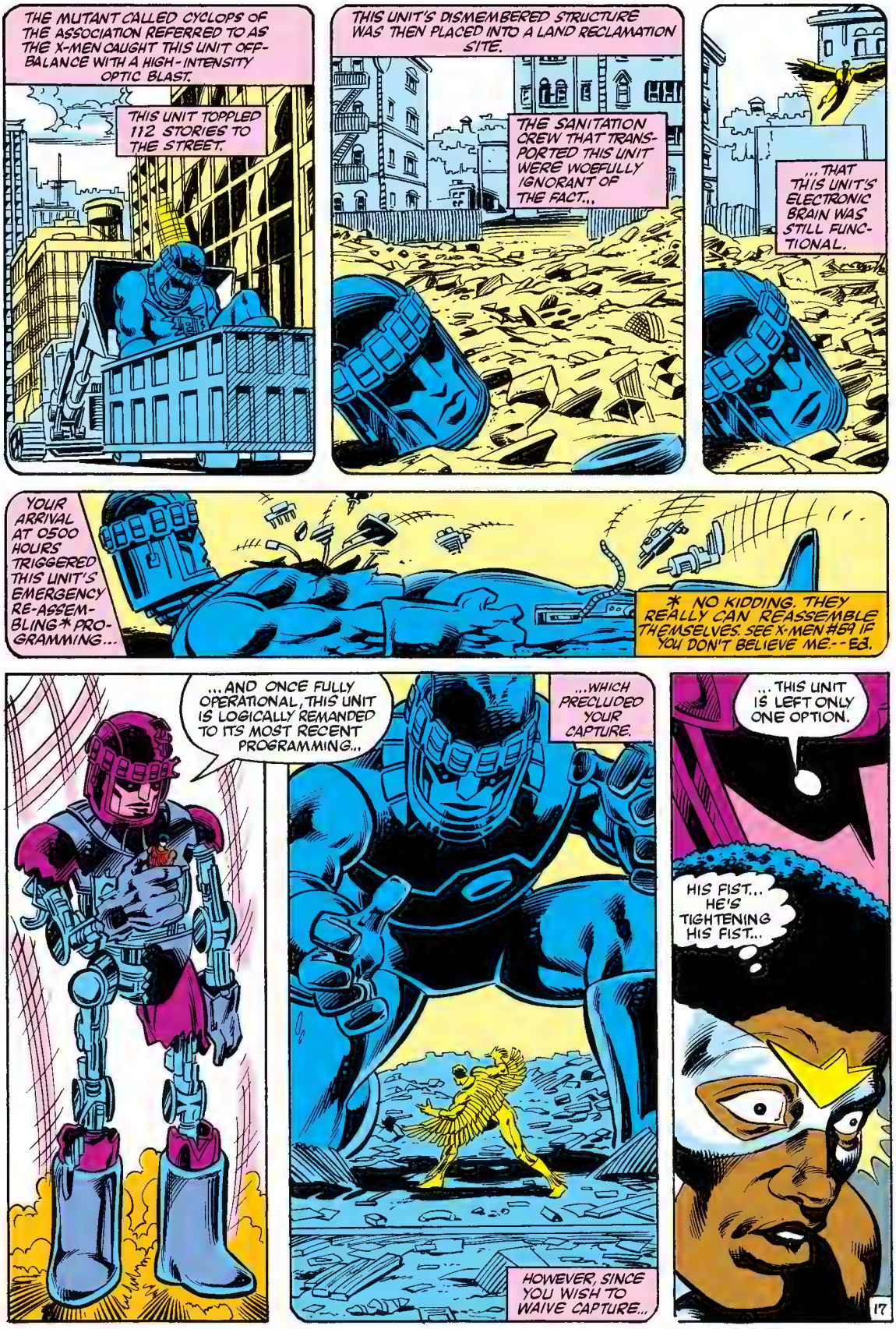

YOU CANNOT HARM THIS UNIT, MUTANT. NEITHER SHALL YOU EVADE IT.
HOW DO YOU LIKE THAT? IT CALLS ITSELF AN "IT"!
WELL, I CAN'T KEEP THIS UP FOREVER!
FAR AS I CAN TELL, I'M UPSTATE NEW YORK, SOMEWHERE. NOW, JUDGING FROM THE CONDITION OF THE SENTINEL'S "BASE," AND HIS "NO-SHOW" REINFORCEMENTS...
... I'D SAY HE'S THE SOLDIER WHO WASN'T TOLD THE WAR IS OVER.
I MEAN, I COULD BE WRONG, BUT I DON'T THINK LOONEYVAC'S GOT ALL HIS TUBES VACUUMED.
HEYYY... IF THIS AIN'T JUST WHAT THE DOCTOR ORDERED...
12

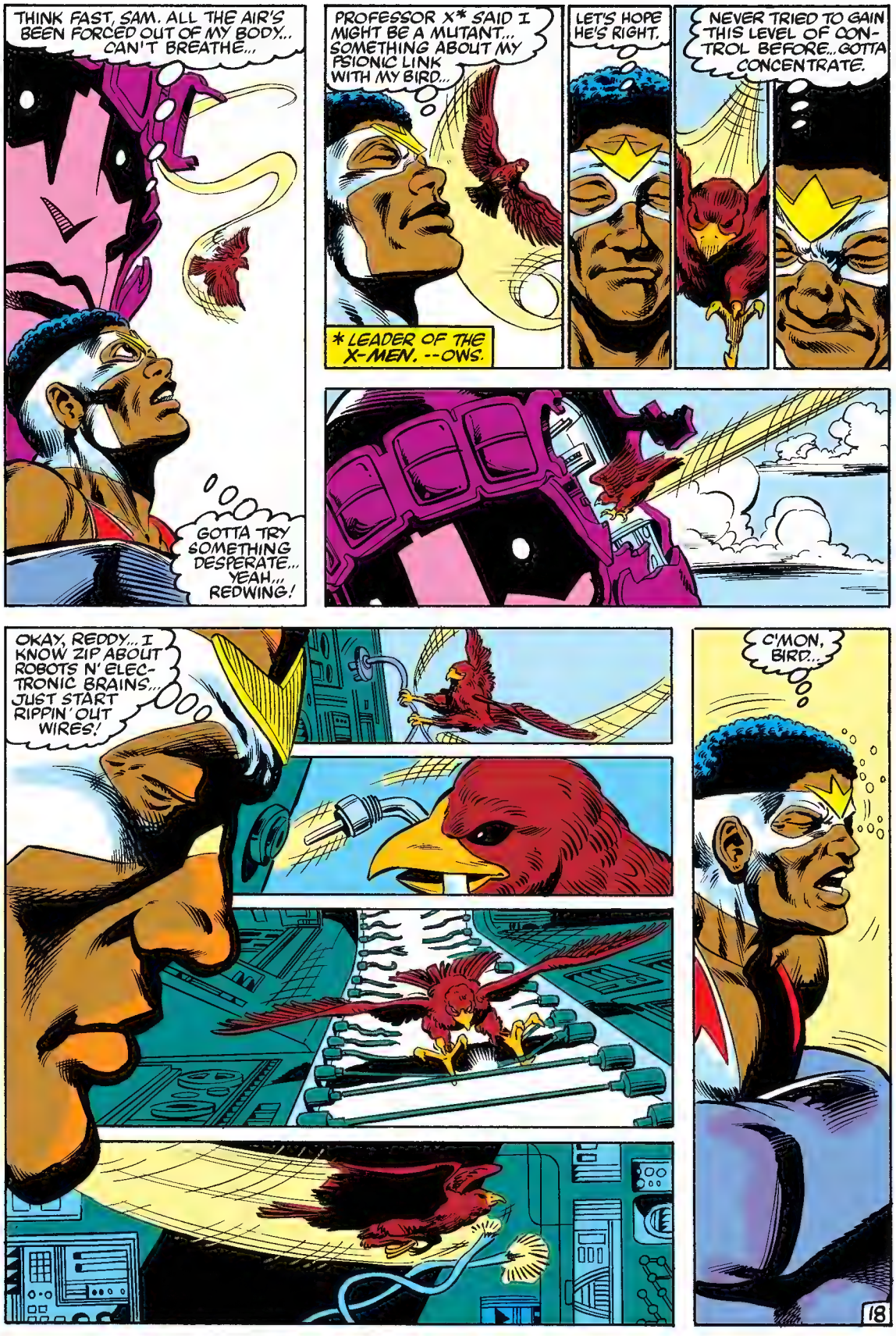
...A U.S. ARMY ARTILLERY RANGE.'
LET'S SEE IF GIGANTOR'LL FOLLOW...
...ZINGO.
NOW FOR THE FINISHING TOUCH...
13

YES, I KNOW...
THAT'S A GIANT ROBOT, AND I'M A FLYING MAN. JUST LIKE THE MOVIES.
BUT PLEASE, SON, DON'T ASK ANY QUESTIONS. JUST...
... SHOOT!
BLAM
BLAM BLAM BLAM
OH, COME ON...
14

"WELL, YOU REALLY DID IT THIS TIME, FALC. YOU'RE A REAL WINNER.
"WE'VE GOT A FULL-BLOWN RIOT ON OUR HANDS, AND IT SEEMS YOU'RE THE ONLY GUY WHO CAN STOP IT.
"SO, UNTIL YOU DECIDE TO DROP BY, WE'LL JUST KEEP SENDING IN OUR LITTLE TROOPS AND ESCALATE THIS THING... AT LEAST UNTIL SOMEBODY GETS KILLED.
"ONE THING'S FOR SURE, FALC.
"...IT WON'T BE ME.
"I DON'T KNOW WHERE YOU ARE, FALC, BUT WHATEVER YOUR EXCUSE IS...
"...IT BETTER BE GOOD!"
SHUT UP, WILL YOU?
YOU HAVE FORCED THIS ISSUE, MUTANT...

... BY REFUSING TO BE CAPTURED, YOU HAVE SIGNED YOUR DEATH WARRANT.
YOU'RE CRAZY!
YOUR FRIENDS ARE GONE! YOUR CAUSE... YOUR WAR IS OVER!
...THAT IS NOT CONSISTANT WITH MY PROGRAMMING.
DUMB... DUMB... DUMB...
OUR LOGIC MAY ESCAPE YOU, MUTANT, BUT IT IS NOT WITHIN A SENTINEL'S POWER TO VIOLATE ITS PROGRAMMING.
OUR PRIME DIRECTIVE IS TO PROTECT HUMANS FROM MUTANTKIND. MY SECONDARY DIRECTIVE WAS TO CAPTURE AND SECURE ALL MUTANTS IN MY IMMEDIATE VICINITY.
THAT PROGRAMMING HAS FOLLOWED ME PAST MY "DESTRUCTION"... *
* SEE X-MEN #98--JIMBO.

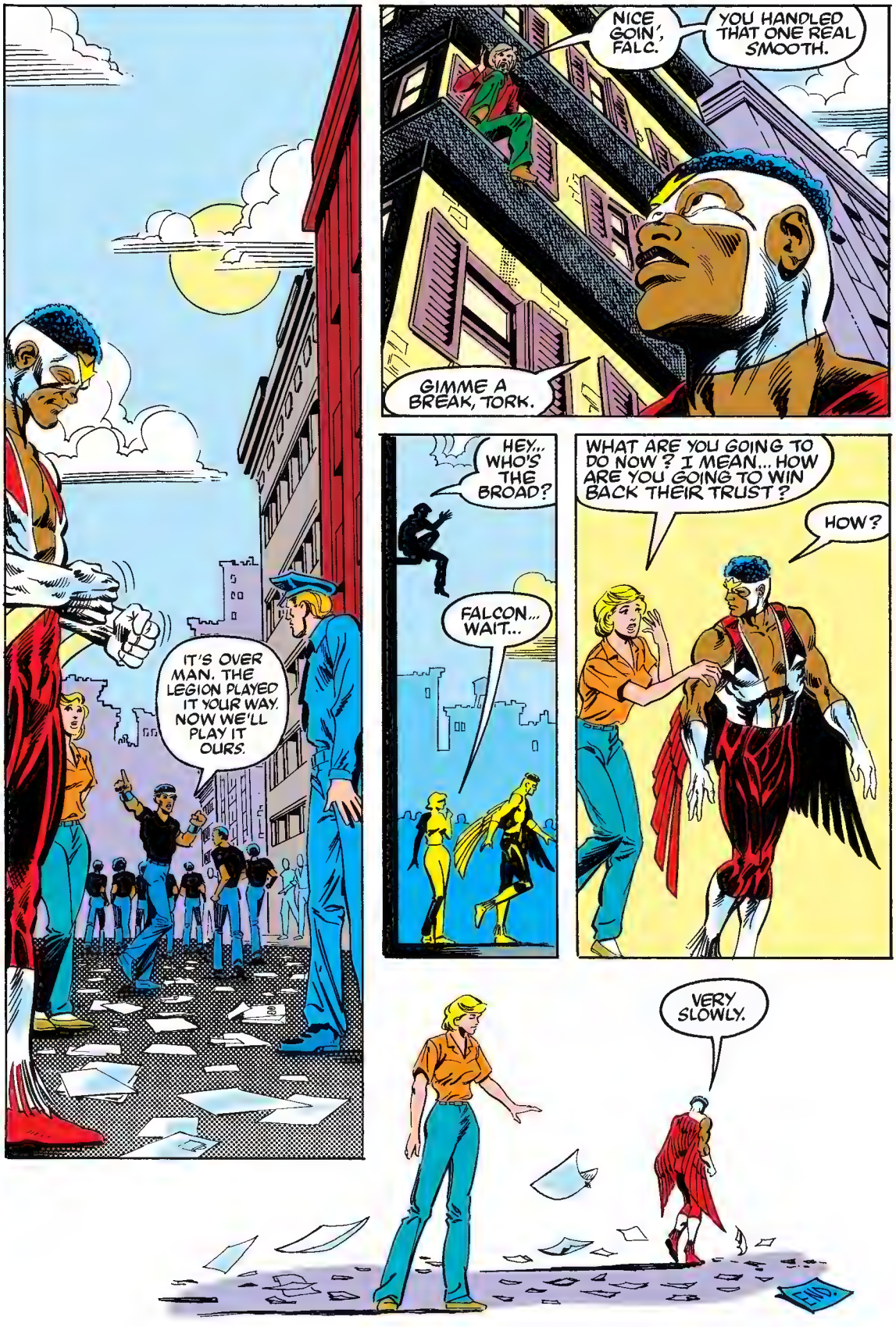

THE MUTANT CALLED CYCLOPS OF THE ASSOCIATION REFERRED TO AS THE X-MEN CAUGHT THIS UNIT OFF-BALANCE WITH A HIGH-INTENSITY OPTIC BLAST.
THIS UNIT TOPPLED 112 STORIES TO THE STREET.
THIS UNIT'S DISMEMBERED STRUCTURE WAS THEN PLACED INTO A LAND RECLAMATION SITE.
THE SANITATION CREW THAT TRANSPORTED THIS UNIT WERE WOEFULLY IGNORANT OF THE FACT...
...THAT THIS UNIT'S ELECTRONIC BRAIN WAS STILL FUNCTIONAL.
YOUR ARRIVAL AT 0500 HOURS TRIGGERED THIS UNIT'S EMERGENCY RE-ASSEMBLING* PROGRAMMING...
* NO KIDDING. THEY REALLY CAN REASSEMBLE THEMSELVES. SEE X-MEN #59 IF YOU DON'T BELIEVE ME--Ed.
...AND ONCE FULLY OPERATIONAL, THIS UNIT IS LOGICALLY REMANDED TO ITS MOST RECENT PROGRAMMING...
...WHICH PRECLUDED YOUR CAPTURE.
HOWEVER, SINCE YOU WISH TO WAIVE CAPTURE...
...THIS UNIT IS LEFT ONLY ONE OPTION.
HIS FIST... HE'S TIGHTENING HIS FIST...
17


THINK FAST, SAM. ALL THE AIR'S BEEN FORCED OUT OF MY BODY... CAN'T BREATHE...
GOTTA TRY SOMETHING DESPERATE... YEAH... REDWING!
PROFESSOR X* SAID I MIGHT BE A MUTANT... SOMETHING ABOUT MY PSIONIC LINK WITH MY BIRD...
* LEADER OF THE X-MEN. --OWS.
LET'S HOPE HE'S RIGHT.
NEVER TRIED TO GAIN THIS LEVEL OF CONTROL BEFORE... GOTTA CONCENTRATE.
OKAY, REDDY... I KNOW ZIP ABOUT ROBOTS N' ELECTRONIC BRAINS... JUST START RIPPIN' OUT WIRES!
C'MON, BIRD...
18

" TWO CABLES LEFT... ONLY GOT ONE SHOT AT THIS, REDDY...
... B-BUT... WHICH...WHICH... CAN'T HOLD IT...
19

BACK IN NEW YORK...
TEAR GAS! SPREAD OUT!
YESSIR, THE BATTLE RAGES ON...
...AND STILL NO SIGN OF FALC. WELL, I GOTTA GREASE DOWN. ALL THIS VIOLENCE HAS MADE ME HUNGRY!
WONDER IF MICKEY D'S IS STILL OPEN..?
Huh...?
WE CAN'T GO ANY FURTHER, MA'AM... THE STREET'S BLOCKED.
WE CAN'T TURN AROUND, EITHER, BENTLEY. YOU'D BETTER BACK UP.
TOO LATE FOR THAT, Ms. RICH LILY-WHITE...
YOU'RE GONNA HELP THE LEGION EVEN UP THE SCORE! IN OTHER WORDS--
--A LIFE FOR A LIFE!
WHAT THE...
JUST THE MAN I WAS LOOKING FOR...
20

THE FALCON!
AM I GLAD TO SEE YOU!
HI, RACHEL. LOOKS LIKE YOU PICKED THE WRONG DAY TO STOP AND SAY "HI."
HEY... HEY, HERO...!
MY BEST FRIEND IS DEAD 'CAUSE O' YOU, MAN. YOU SET US UP. YOU GOT US TO BELIEVE YOUR LAW N' ORDER JIVE, AND THEN YOU SET US UP FOR THIS! THE LEGION DON'T CARRY NO GUNS-- THAT WAS PART OF OUR TREATY-- EVERYBODY KNOWS THAT. SO THEN THIS COP BLOWS JIMMY AWAY.
NOW YOU COME FLYIN' IN LIKE SOME KINDA MARY POPPINS OF THE GHETTO, AN' MAKE LIKE NOTHIN'S GOIN' ON!
YOU JERKED US, MAN!
XEON... I CAN EXPLAIN...
AIN'T NO EXPLANATIONS, MAN. AIN'T NO EXCUSES. JIMMY'S DEAD...
... AND OUR TREATY DIED WITH HIM. "TRUST ME," YOU SAID. "I'LL ALWAYS BE STRAIGHT WITH YOU," YOU SAID.
NOW LOOK WHAT YOU DID.
21


NICE GOIN', FALC.
YOU HANDLED THAT ONE REAL SMOOTH.
GIMME A BREAK, TORK.
IT'S OVER MAN. THE LEGION PLAYED IT YOUR WAY. NOW WE'LL PLAY IT OURS.
HEY.. WHO'S THE BROAD?
FALCON... WAIT...
WHAT ARE YOU GOING TO DO NOW? I MEAN... HOW ARE YOU GOING TO WIN BACK THEIR TRUST?
HOW?
VERY SLOWLY.

MARVEL
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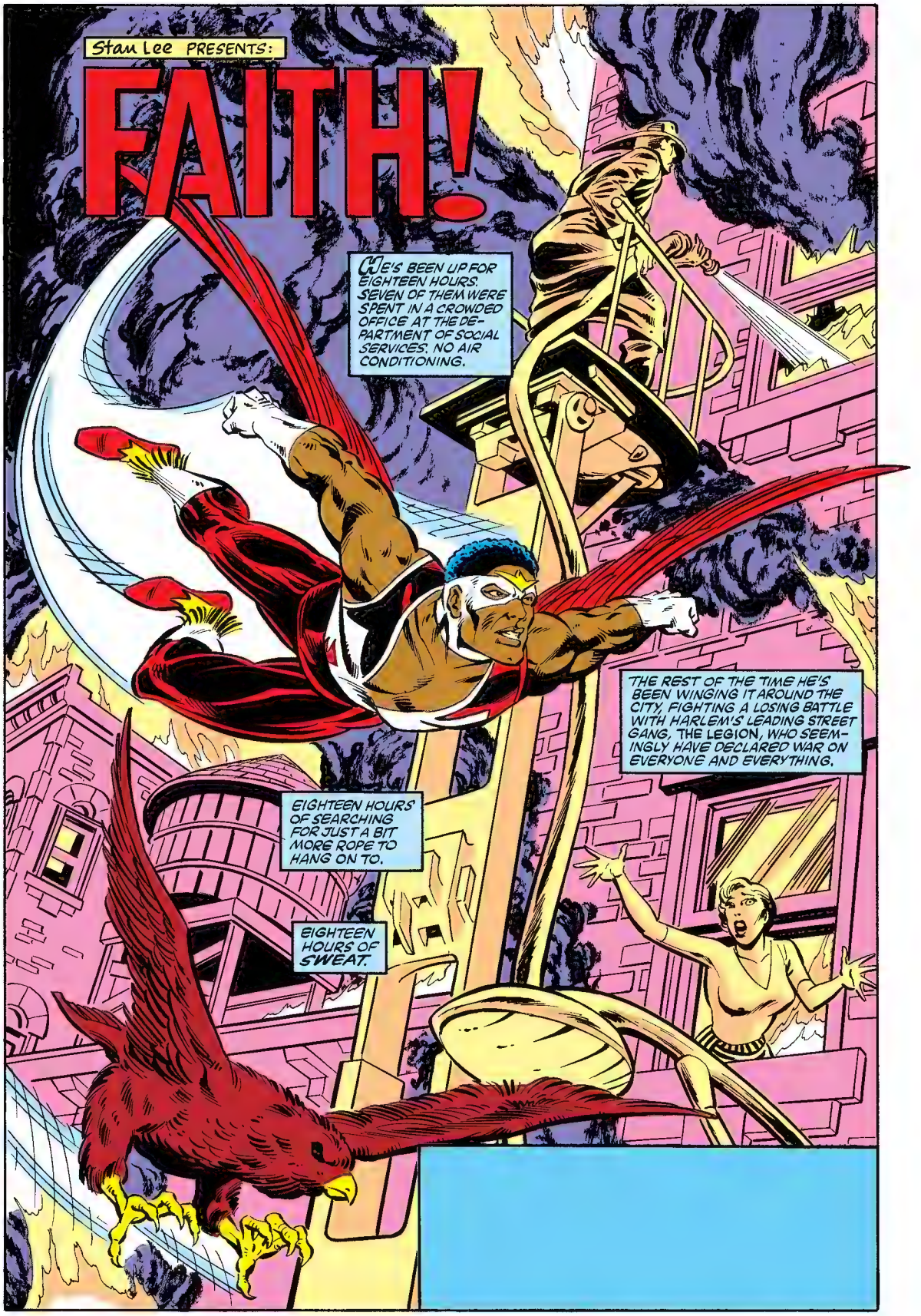
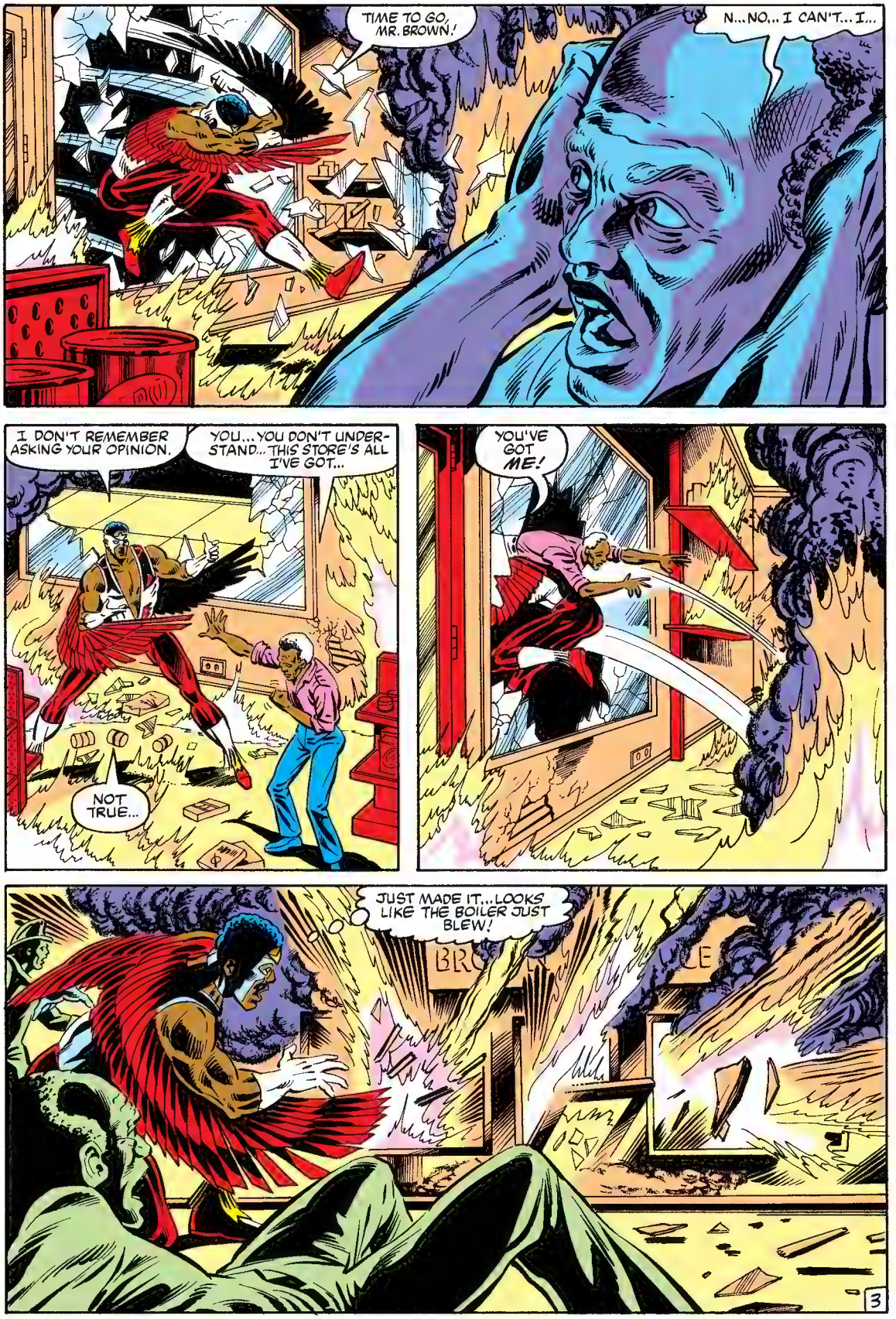
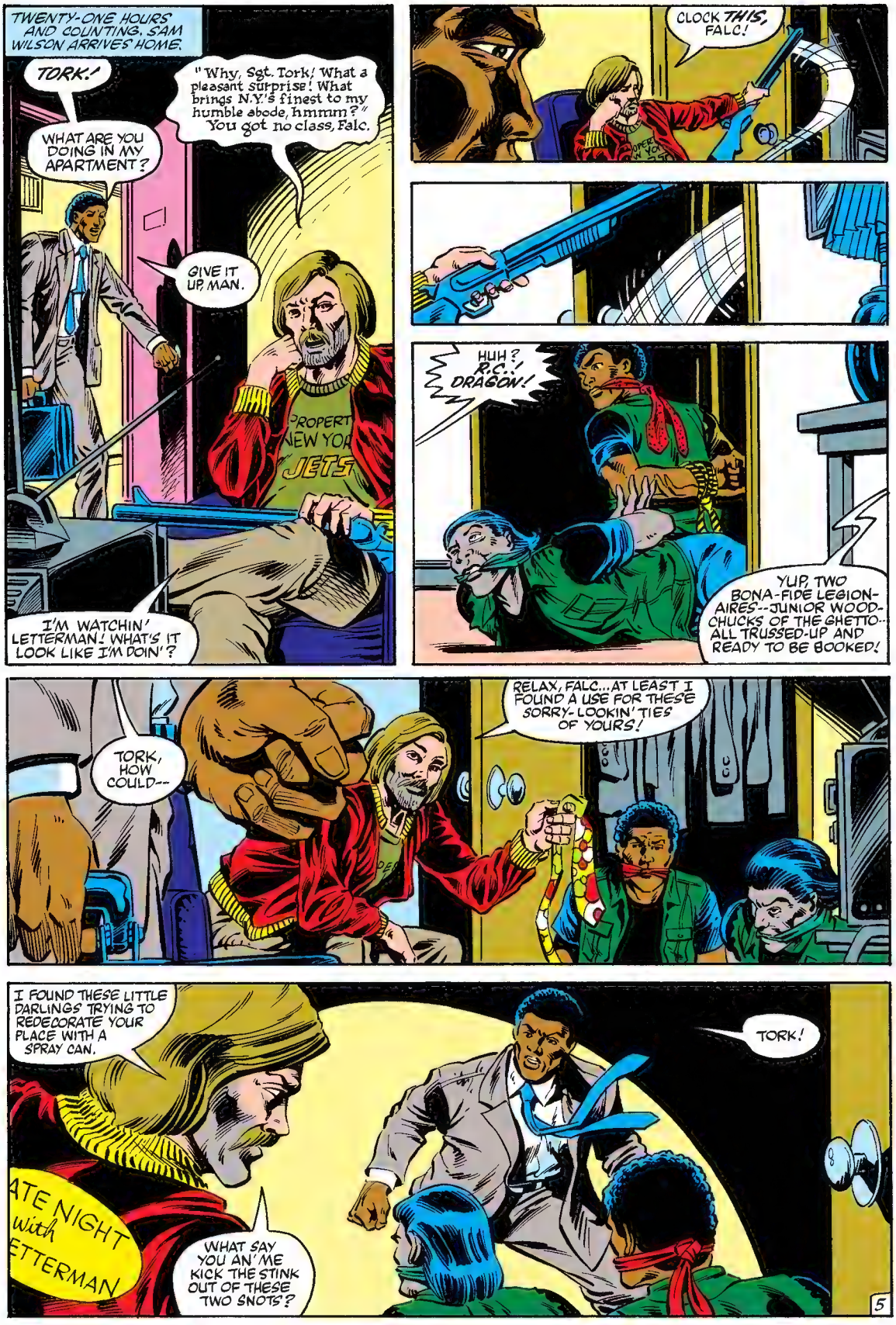
APPROVED BY THE COMICS CODE AUTHORITY
#3 IN A FOUR-ISSUE LIMITED SERIES
THE FALCON
ALAN KUPPERBERG 7-83


Stan Lee PRESENTS:
FAITH!
HE'S BEEN UP FOR EIGHTEEN HOURS. SEVEN OF THEM WERE SPENT IN A CROWDED OFFICE AT THE DEPARTMENT OF SOCIAL SERVICES. NO AIR CONDITIONING.
THE REST OF THE TIME HE'S BEEN WINGING IT AROUND THE CITY, FIGHTING A LOSING BATTLE WITH HARLEM'S LEADING STREET GANG, THE LEGION, WHO SEEMINGLY HAVE DECLARED WAR ON EVERYONE AND EVERYTHING.
EIGHTEEN HOURS OF SEARCHING FOR JUST A BIT MORE ROPE TO HANG ON TO.
EIGHTEEN HOURS OF SWEAT.

I SHOULDN'T BE DOING THIS.
THE TURBINES IN MY WING TIPS WEREN'T DESIGNED FOR ME TO CARRY PASSENGERS. THE EXTRA STRAIN DRAGS ME DOWN... CUTS MY SPEED...
JIM OWSLEY SCRIPT
MARK BRIGHT PENCILS
MIKE GUSTOVICH INKS
RICK PARKER LETTERS
STEPHEN MELLOR COLORS
LARRY HAMA EDITOR
JIM SHOOTER EDITOR-IN-CHIEF
... BUT WHAT ELSE CAN I DO? THESE FOLKS NEED HELP RIGHT NOW. I GOTTA GIVE IT.
THAT'S WHAT "HERO" MEANS.
WHAT DO YOU MEAN, "HE WON'T LEAVE?"
THAT OLD MAN WILL DIE IN THERE...
BROWN'S BAG GROCERY
"...TRYING TO SAVE THE JUNK IN THAT STORE! AND NOW THAT THE FIRE'S GOT US COMPLETELY CUT OFF..."
SHAKE-N-BAKE
... WHO WILL SAVE HIM?
2

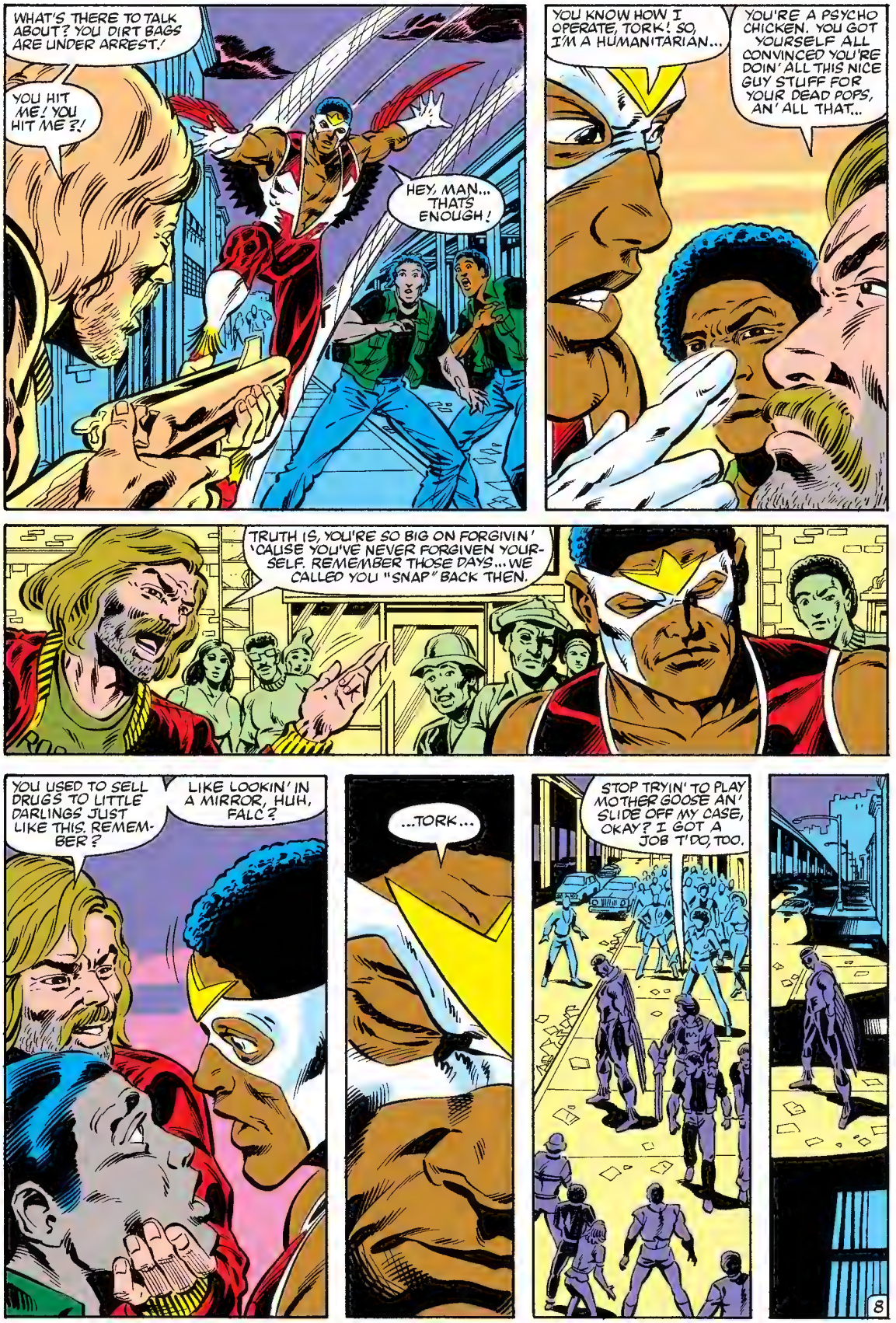

TIME TO GO, MR. BROWN!
N...NO... I CAN'T... I...
I DON'T REMEMBER ASKING YOUR OPINION.
YOU...YOU DON'T UNDERSTAND... THIS STORE'S ALL I'VE GOT...
NOT TRUE...
YOU'VE GOT ME!
JUST MADE IT...LOOKS LIKE THE BOILER JUST BLEW!
3

THAT FIRE WAS NO ACCIDENT. SOMEBODY DELIBERATELY PUT MR. BROWN OUT OF BUSINESS, AND TWENTY OF HIS NEIGHBORS IN THE HOSPITAL.
ARSON STINKS!
NOW, ON TOP OF THIS MESS WITH THE LEGION, I'VE GOT TO... EH?!
AMBULANCE
... THE LEGION...
MEANWHILE, ACROSS THE STREET...
HE'S FOUND ME. THAT STARTLED LOOK... SOMEHOW, HE KNOWS I'M HERE.
WHY CAN'T THEY LEAVE ME ALONE? THEY'RE ALWAYS WATCHING... ALWAYS WAITING... THEY'RE EVERYWHERE...
I'VE BEEN HIDING IN THIS RAT-INFESTED SQUALOR FOR MONTHS WAITING FOR THE HEAT TO DIE DOWN... WAITING TO MAKE MY MOVE...
THAT SECOND-STRING FREAK WON'T TAKE ME BACK. HE'LL NEVER TAKE MAX DILLON BACK TO JAIL!
I'LL KILL HIM FIRST!
4


TWENTY-ONE HOURS AND COUNTING. SAM WILSON ARRIVES HOME.
TORK!
"Why, Sgt. Tork! What a pleasant surprise! What brings N.Y.'s finest to my humble abode, hmmm?" You got no class, Falc.
WHAT ARE YOU DOING IN MY APARTMENT?
GIVE IT UP, MAN.
I'M WATCHIN' LETTERMAN! WHAT'S IT LOOK LIKE I'M DOIN'?
CLOCK THIS, FALC!
HUH? R.C.'! DRAGON!
YUP, TWO BONA-FIDE LEGION-AIRES--JUNIOR WOOD-CHUCKS OF THE GHETTO--ALL TRUSSED-UP AND READY TO BE BOOKED!
TORK, HOW COULD--
RELAX, FALC... AT LEAST I FOUND A USE FOR THESE SORRY-LOOKIN' TIES OF YOURS!
I FOUND THESE LITTLE DARLINGS TRYING TO REDECORATE YOUR PLACE WITH A SPRAY CAN.
TORK!
ATE NIGHT with ETTERMAN
WHAT SAY YOU AN' ME KICK THE STINK OUT OF THESE TWO SNOTS?
5

"HEY...THEY'RE THE ONES WHO BROKE ALL TH' TREATIES AFTER THAT RIOT LAST WEEK,* RIGHT?
*LAST ISH--LARRY.
"I MEAN, THEIR MAN XEON BLAMED YOU FOR GETTIN' ONE OF THEIR GUYS POPPED.
HE SAID NO TREATIES; NO COOPERATION.
I SAY, IT WORKS BOTH WAYS. I NEVER DID GET INTO THE WAY YOU MOMMY THESE ANIMALS.
LET'S DROP THESE SLUGS.
NO WAY, TORK. I'VE ALWAYS BEEN STRAIGHT WITH THESE KIDS; I'VE NEVER ONCE BEEN UNFAIR TO THEM.
I'M NOT ABOUT TO START N...UGHNNN!
6

DON'T WALK
HEY!
...LET'S TALK.
TALK? TALK?!
7


WHAT'S THERE TO TALK ABOUT? YOU DIRT BAGS ARE UNDER ARREST.!
YOU HIT ME! YOU HIT ME?!
HEY, MAN... THATS ENOUGH!
YOU KNOW HOW I OPERATE, TORK! SO, I'M A HUMANITARIAN...
YOU'RE A PSYCHO CHICKEN. YOU GOT YOURSELF ALL CONVINCED YOU'RE DOIN' ALL THIS NICE GUY STUFF FOR YOUR DEAD POPS, AN' ALL THAT...
TRUTH IS, YOU'RE SO BIG ON FORGIVIN' 'CAUSE YOU'VE NEVER FORGIVEN YOURSELF. REMEMBER THOSE DAYS... WE CALLED YOU "SNAP" BACK THEN.
YOU USED TO SELL DRUGS TO LITTLE DARLINGS JUST LIKE THIS. REMEMBER?
LIKE LOOKIN' IN A MIRROR, HUH, FALC?
...TORK...
STOP TRYIN' TO PLAY MOTHER GOOSE AN' SLIDE OFF MY CASE, OKAY? I GOT A JOB T'DO, TOO.
8

SEVEN A.M.
13/ SI PRECINCT.
THE PRESIDENT? COMING HERE? WHY?
" FACT-FINDING," HUH? MORE LIKE "VOTE-FINDING."
I'VE GOT A BAD FEELING ABOUT THIS...
THE SECRET SERVICE WILL COVER THIS SECTOR...
DON'T CALL HIM " RON"...
CAN YOU HEAR ME? YEAH... SIX TOASTED BAGELS! UH... SIX-O, TOASTED-O BAGELITOS, POURED FAYVOR!
SORRY, CHIEF--THE F.B.I. ARE USING THE BLUE PHONES... THE SECRET SERVICE ARE ON THE RED PHONES...
...WELL, THE PAY PHONE OUTSIDE'S AVAILABLE...
HOLD IT! HOW DID THAT... THAT PERSON GET IN HERE?!?
OH, THAT'S SAM WILSON, CHIEF... HE'S THE FAL--
I KNOW WHO HE IS, SON...
...AND I WANT HIM OUT. THERE'S TWO THINGS I DON'T LIKE, "MR." WILSON... FORTUNE TELLERS AND SUPER HEROES.
CONSIDER YOUR WALKING PAPERS SERVED.
FALC...
NO PROBLEM. I'LL JUST GO VISIT A SICK FRIEND.

I DON'T KNOW IF THIS IS SUCH A GOOD IDEA, SAM. MR. BROWN'S BEEN IN A REAL NASTY MOOD ALL DAY.
I DON'T BLAME HIM. HIS STORE WAS A TOTAL LOSS. HE'S PROBABLY FEELING PRETTY LOW.
HOSPITAL
A SURE CANDIDATE FOR A LITTLE CHEERING UP, WOULDN'T YOU SAY?
I DON'T KNOW SAM...
DON'T SWEAT IT.
HEY... MR. BROWN...!
I THOUGHT YOU SAID HE WAS IN HERE!
I JUST CHECKED HIM... HE MUST BE...
OH. NEVER MIND.
I'VE FOUND HIM.
10

STAY BACK... STAY BACK OR I'M GONE, SAMMY.
HEY, MR. BROWN, WHAT'RE YOU DOIN' OUT THERE?
LET'S RAP IT UP A BIT, MR. BROWN, I'M COMIN' OUT.
WELL... GUESS I CAN'T STOP YOU, YOU GOT WINGS.
NOT ANY MORE.
THESE THINGS COME OFF, YOU KNOW.
NOW, WE'RE IN THIS TOGETHER.
11

KNOW SOMETHIN' FUNNY? ALL OF A SUDDEN, I'M THINKIN' ABOUT YOU STANDIN' ON YOUR TIP-TOES, REACHIN' AS HIGH AS YOU CAN...
...TRYING TO STEAL AN APPLE 'FORE I TURN AROUND AND BUST YOUR BRITCHES.
YEAH... AN' YOU SWEEPIN' UP... STOCKING TH' SHELVES FOR A FEW QUARTERS A DAY... YOU WAS A GOOD KID, SAMMY.
NOW YOU'RE A HERO. ALL RIGHT, TELL ME, SAMMY... WHAT YOU GONNA DO FOR ME?
I GOT NO FAMILY... NO MONEY... NO INSURANCE... I WAS PLANNIN' ON SELLIN' THE STORE NEXT MONTH SO'S I COULD RETIRE!
TELL ME WHAT I'M S'POSED TO DO.
MR. BROWN... I DIG WHAT YOU'RE SAYING. YOU THINK YOU'RE DOWN AS LOW AS YOU CAN GET.
OKAY, I CAN DIG THAT, 'CAUSE I'M THERE RIGHT NOW.
"I NEVER REALLY GOT OVER MY POP DYIN'; I FREAKED OUT; GOT REAL MEAN. MY SISTER DIDN'T KNOW WHAT TO MAKE OF ME.
"I DID THINGS I'M ASHAMED OF; THINGS THAT HAUNT ME TO THIS DAY.
"THEN THIS THING CALLED THE COSMIC CUBE CHANGED MY LIFE AROUND, CHANGED MY WHOLE PERSONALITY.
SOMETIMES I DON'T KNOW WHO I AM.
IT'S REAL TOUGH, MR. BROWN.
BUT YOU KEEP ON PUSHING, YOU KEEPING ON STROKING, I CAN'T GIVE UP--
12

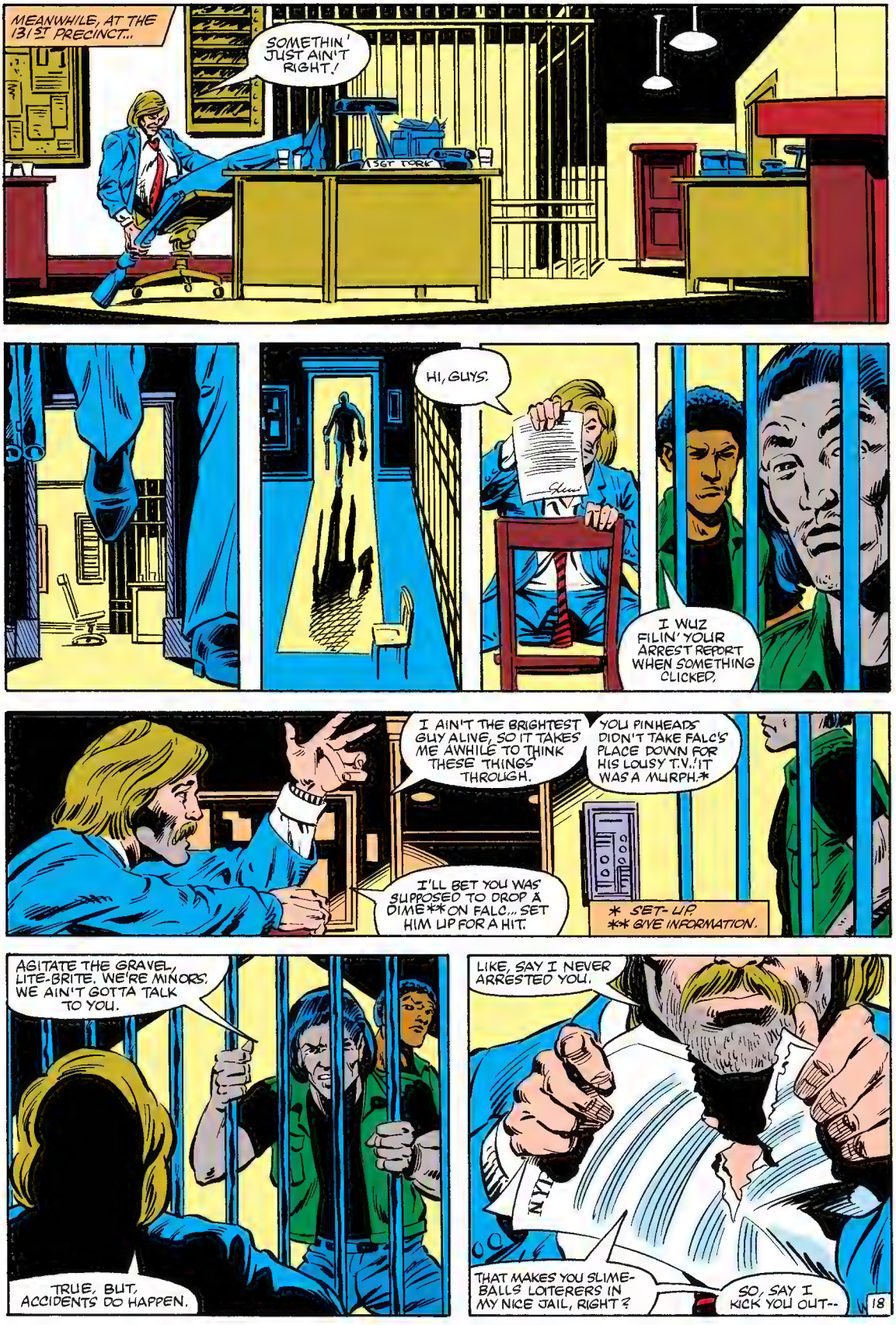
--NEITHER CAN YOU.
THAT'S IT, MR. BROWN-- LISTEN TO MR. CONFIDENCE.
YOU COOL, MR. BROWN?
NO--
BUT I'LL MAKE IT, SAMMY. THANKS.
HE'S IN! FALC DID IT!
ALL RIIIIIIGHT!
ANOTHER STAGED CRISIS, HUH?
JORDAC
THAT'S TWICE IN AS MANY DAYS THAT I'VE "RUN INTO" THE FALCON, STUPID SECOND-STRINGER.
HE'S BEING MUCH TOO OBVIOUS. IN FACT, THESE PEOPLE ABOUT ME ARE PROBABLY ALL S.H.I.E.L.D. AGENTS,, WAITING FOR HIS SIGNAL TO ATTACK!
WELL, MAX DILLON IS NOBODY'S FOOL. WHEN NEXT I SEE THE FALCON,,, HE DIES.
MEANWHILE, BLOCKS AWAY, THE PRESIDENT'S FACT-FINDING TOUR IS IN FULL SWING.
THE CHEERING CROWDS ARE CONSPICUOUSLY ABSENT.
A SILENT SIGNAL IS GIVEN--
13

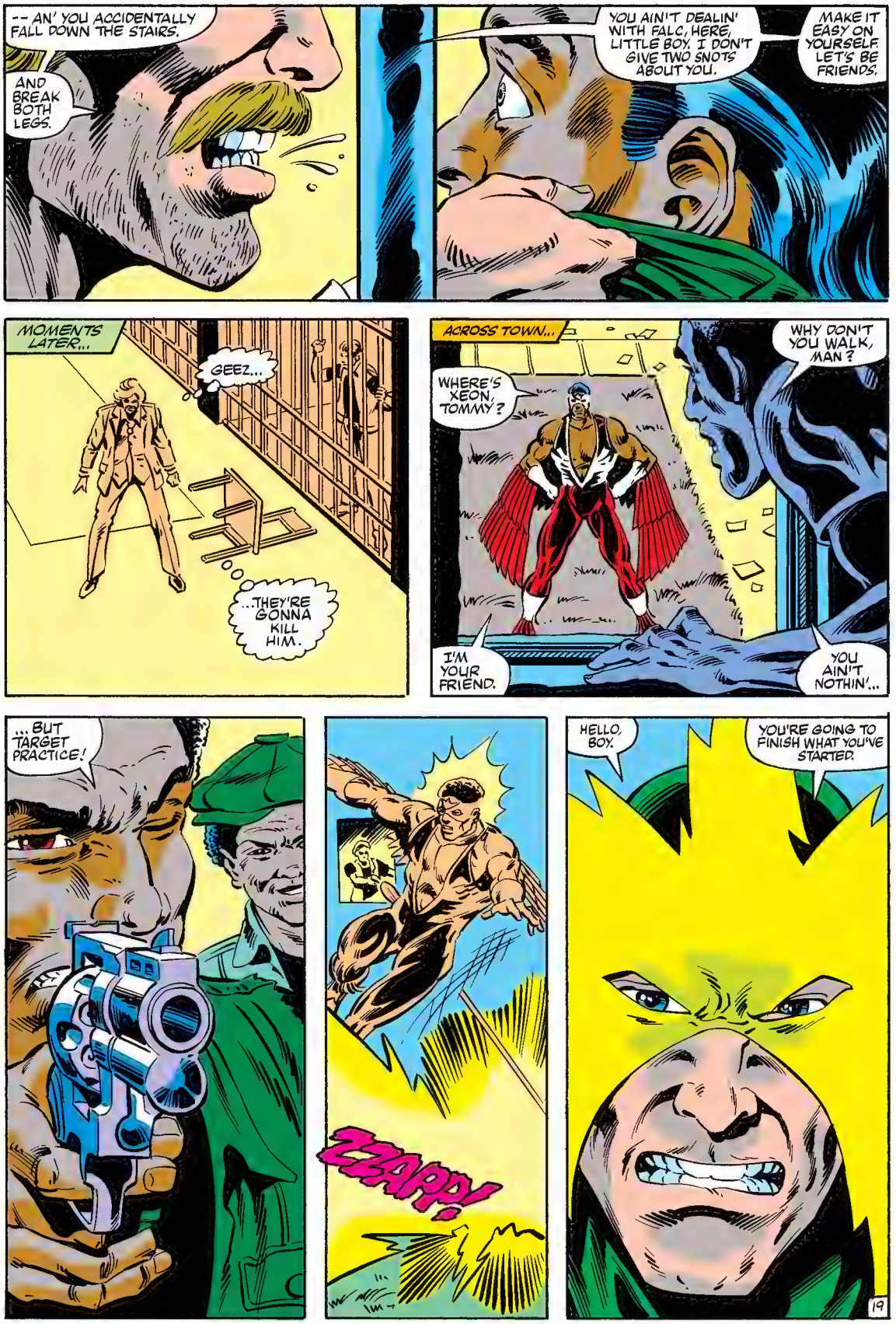
-- AND THE UNTHINKABLE BECOMES REALITY.
THE LEGION HAS ARRIVED TO DEFEND ITS TURF.
FIRECRACKERS COMBINE WITH ACTUAL GUNFIRE --
-- AN ARMY OF YOUTHS FLOOD THE STREET.
-- AND WHEN THE SMOKE CLEARS.--
14

FIVE SHOT. TWENTY WOUNDED. ONE MISSING.
THE PRESIDENT! BLAST IT! WHERE DID THEY GO?!?
MORE THAN THAT--
--WHO WILL SAVE HIM?
EXCUSE ME.
FROM MY BIRD'S-EYE VIEW, THERE COULD ONLY BE ONE ESCAPE ROUTE THE LEGION COULD HAVE TAKEN-- UNDERGROUND.
I'LL--
AAAARRRGHHH
15

LET'S STOP PLAYING GAMES!
YOU WANT ME? HERE I AM. MAX DILLON, OR, IF YOU PREFER--
-- ELECTRO!
I DON'T QUITE KNOW WHAT YOU'RE TALKING ABOUT...
... AND I REALLY DON'T CARE. GOODBYE... UGGHNNN.
RUNNING? YOU'RE RUNNING?!
HOW CAN YOU HOPE TO OUT-RUN ONE WHO MOVES AT THE SPEED OF ELECTRICITY?
HE'S GOT A POINT! I CAN'T TAKE TOO MUCH MORE OF--
HEY... I HARDLY FELT THAT "ZAP!" IS HE GETTING WEAKER, OR--
16

I'M NOT GROUNDED. HIS BLASTS CAN'T AFFECT ME, LONG AS I STAY OFF THE GROUND!
WELL, I'M REAL GOOD AT THAT.
I CAN'T AFFORD TO GET SADDLED WITH ANOTHER WACKED OUT VILLAIN--THAT'S WHAT GOT ME INTO THIS MESS TO BEGIN WITH.*
KURTEY
JIM SEAN
*LAST ISH.
AMATEUR! DILETTANTE!
'SCUSE ME, STARFISH HEAD..
...BUT THE GOOD GUYS HAVE BEEN HAVING A ROTTEN DAY.
WE'RE LOOKING TO MAKE UP FOR IT.
MINUTES LATER--
THE CITADEL. LOOKS LIKE AN OLD ABANDONED FACTORY, BUT TO THE LEGION, IT'S THEIR MOST FORTIFIED BUNKER!
VAL
THEY COULD HOLD THE COPS OFF FOR DAYS IN THERE. OKAY, SAM... THINK YOUR WAY OUT OF THIS ONE.
17


MEANWHILE, AT THE 131ST PRECINCT...
SOMETHIN' JUST AIN'T RIGHT!
SGT FORK
HI, GUYS.
I WUZ FILIN' YOUR ARREST REPORT WHEN SOMETHING CLICKED.
I AIN'T THE BRIGHTEST GUY ALIVE, SO IT TAKES ME AWHILE TO THINK THESE THINGS THROUGH.
YOU PINHEADS DIDN'T TAKE FALC'S PLACE DOWN FOR HIS LOUSY T.V.! IT WAS A MURPH.*
I'LL BET YOU WAS SUPPOSED TO DROP A DIME** ON FALC... SET HIM UP FOR A HIT.
* SET-UP.
** GIVE INFORMATION.
AGITATE THE GRAVEL, LITE-BRITE. WE'RE MINORS. WE AIN'T GOTTA TALK TO YOU.
TRUE, BUT, ACCIDENTS DO HAPPEN.
LIKE, SAY I NEVER ARRESTED YOU.
NYP
THAT MAKES YOU SLIME-BALLS LOITERERS IN MY NICE JAIL, RIGHT?
SO, SAY I KICK YOU OUT--
18


-- AN' YOU ACCIDENTALLY FALL DOWN THE STAIRS.
AND BREAK BOTH LEGS.
YOU AIN'T DEALIN' WITH FALC, HERE, LITTLE BOY. I DON'T GIVE TWO SNOTS ABOUT YOU.
MAKE IT EASY ON YOURSELF. LET'S BE FRIENDS.
MOMENTS LATER...
GEEZ...
...THEY'RE GONNA KILL HIM.
ACROSS TOWN...
WHERE'S XEON, TOMMY?
WHY DON'T YOU WALK, MAN?
I'M YOUR FRIEND.
YOU AIN'T NOTHIN'...
... BUT TARGET PRACTICE!
ZZAPP!
HELLO, BOY.
YOU'RE GOING TO FINISH WHAT YOU'VE STARTED.
19

NO. NOT NOW.
I DON'T KNOW HOW YOU FOUND ME, AVENGER, BUT YOUR RIDICULOUS CHARADE IS USELESS NOW!
HOW STUPID DO YOU THINK I AM?!?
STAGING THAT FIRE... AND THE OLD MAN ON THE LEDGE... AND KIDNAPPING THE PRESIDENT...? HOW RIDICULOUS!
WHY ME?
YOU'D HOPE TO BRING ME OUT OF HIDING... THOUGHT I'D RUN!
NO TIME TO DO A MAKE ON THIS GUY...
...I'S BEST USE THE MORE DIRECT APPROACH.
KEEP TAGGING HIM... DON'T GIVE HIM TIME TO CONCENTRATE...
20

GO DOWN, ELECTRO--
--PLEASE--
--THERE'S TOO MUCH AT STAKE... UH-OH.
NOT...FAST ENOUGH... BOY.
"SNAPPING" THE ELECTROMAGNETIC LINES OF FORCE BENEATH YOU WILL SHRED THE PAVEMENT--THE SHOCK WAVE WILL BLAST YOU...
...AND A HEFTY STATIC CHARGE WILL LEAVE YOU QUIVERING...
...AT THE FEET OF YOUR BETTER.
YOU'RE GOOD, FALCON. BETTER THAN I THOUGHT. BUT STILL, YOU LOST.
21

CAN YOU HEAR ME, AMATEUR...?
I... WON...
MEANWHILE...
ARE YOU SERGEANT TORK?
MAYBE. DEPENDS ON WHO'S LOOKIN' FOR ME... AND WHY.
IF YOU'RE A BILL COLLECTOR, TAKE A NUMBER AND WAIT YER TURN.
I'M IN NO MOOD FOR JOKES, SERGEANT.
I'M HERE BECAUSE MY PARTNER'S IN TROUBLE. THAT'S MY REASON.
AND, AS FOR THE NAME... IT'S CAPTAIN AMERICA!
DEFINITELY NOT THE END!
22

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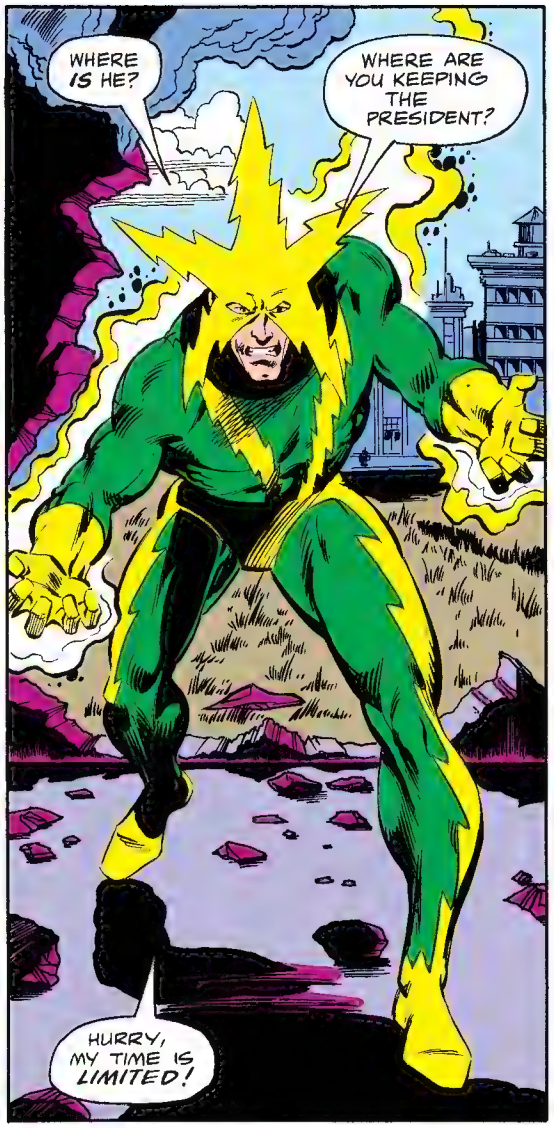
#4 IN A FOUR-ISSUE LIMITED SERIES
THE FALCON
CAPTAIN AMERICA-- I'VE BEATEN THE POLICE! I'VE BEATEN THE STREET GANG! TELL ME...
...WHO WILL SAVE YOU?
RUBINSTEIN

Stan Lee PRESENTS:

RESURRECTION!

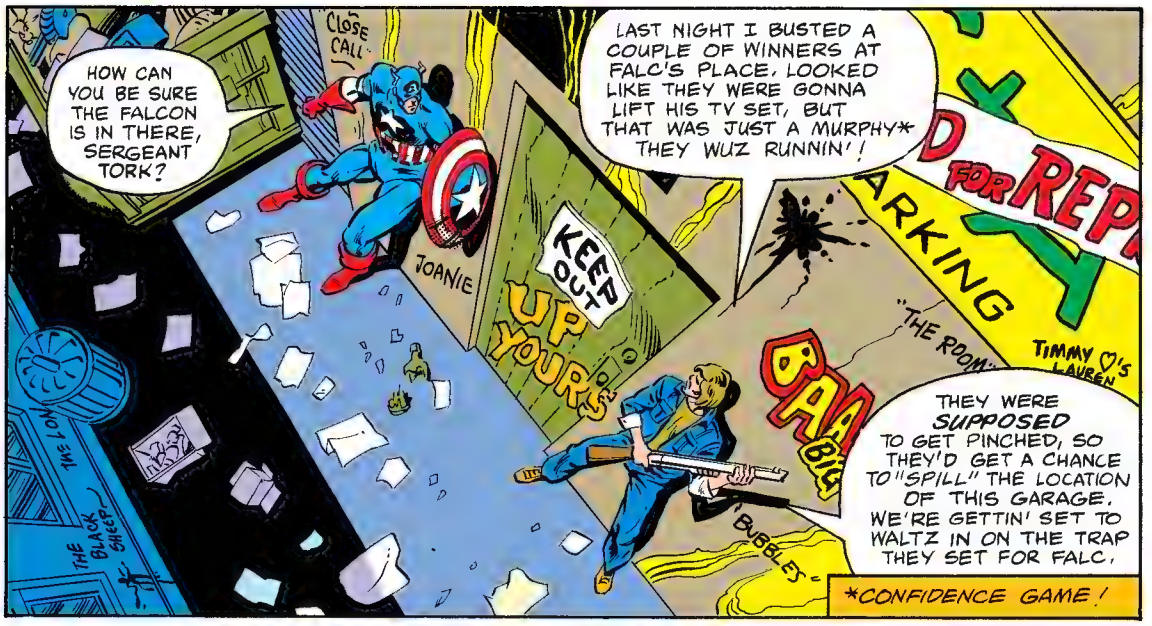
LESS THAN HALF AN HOUR AGO, THE PRESIDENT OF THE UNITED STATES WAS TAKEN HOSTAGE BY MEMBERS OF THE LEGION, NEW YORK'S LEADING STREET GANG. THE FALCON WAS THE ONLY ONE WHO COULD POSSIBLY SAVE HIM!
THIS MAN IS... ELECTRO!
LESS THAN FIFTEEN MINUTES AGO, HE BEAT THE FALCON AND LEFT HIM BLEEDING IN THE STREET.
JIM OWSLEY SCRIPT
MARK BRIGHT PENCILS
MIKE GUSTOVICH INKS
ROBINS LETTERS
MELLOR COLORS
LARRY HAMA EDITOR
JIM SHOOTER EDITOR-IN-CHIEF


WHERE IS HE?
WHERE ARE YOU KEEPING THE PRESIDENT?
HURRY, MY TIME IS LIMITED!

AND JUST WHO THE FREAK ARE YOU?
WHERE IS THE PRESIDENT?!

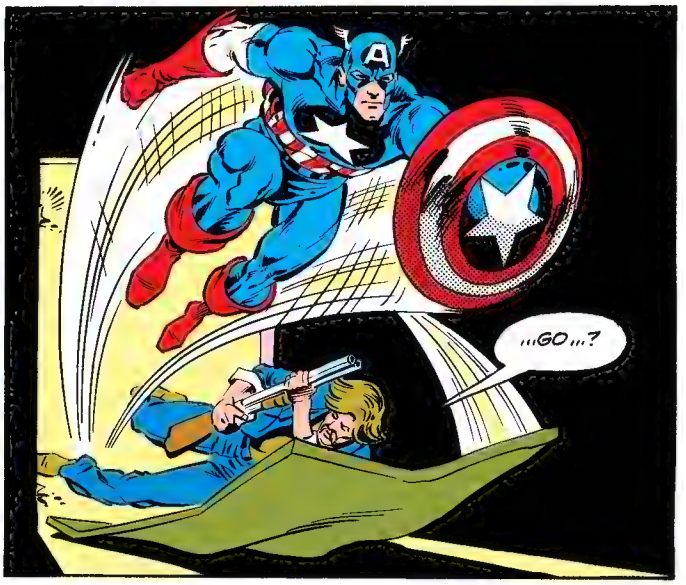
I MEAN, JUST 'CAUSE YOU HOUSED OL' FALC DON'T MEAN NOTHIN' TO US, WE ARE THE LEGION, MAN! THE LEGION!
GET HUMBLE AND LIVE!

YOU CHILDREN TAX MY PATIENCE. WHERE IS THE PRESIDENT?!
YO, MAN--I'LL KICK YOUR FREAKIN'...
I THINK NOT, BOY!
THE PRESIDENT.
I'LL NOT ASK YOU AGAIN!
ELSEWHERE...
NOW REMEMBER...THIS IS POLICE WORK... POLICE. THAT'S ME, SEE, THIS IS DANGEROUS BUSINESS.
YOU DON'T KNOW WHAT'S ON THE OTHER SIDE OF THIS DOOR, JUST STAY LOW, FOLLOW MY LEAD...
...AND TRY NOT TO GET IN THE WAY.
GO WOW


HOW CAN YOU BE SURE THE FALCON IS IN THERE, SERGEANT TORK?
CLOSE CALL
JOANIE
KEEP OUT
UP YOURS!
LAST NIGHT I BUSTED A COUPLE OF WINNERS AT FALC'S PLACE. LOOKED LIKE THEY WERE GONNA LIFT HIS TV SET, BUT THAT WAS JUST A MURPHY* THEY WUZ RUNNIN'!
BA BIG
BUBBLES
"THE ROOM"
TIMMY ♡'s LAUREN
THE BLACK SHEEP
THEY WERE SUPPOSED TO GET PINCHED, SO THEY'D GET A CHANCE TO "SPILL" THE LOCATION OF THIS GARAGE. WE'RE GETTIN' SET TO WALTZ IN ON THE TRAP THEY SET FOR FALC.
*CONFIDENCE GAME!

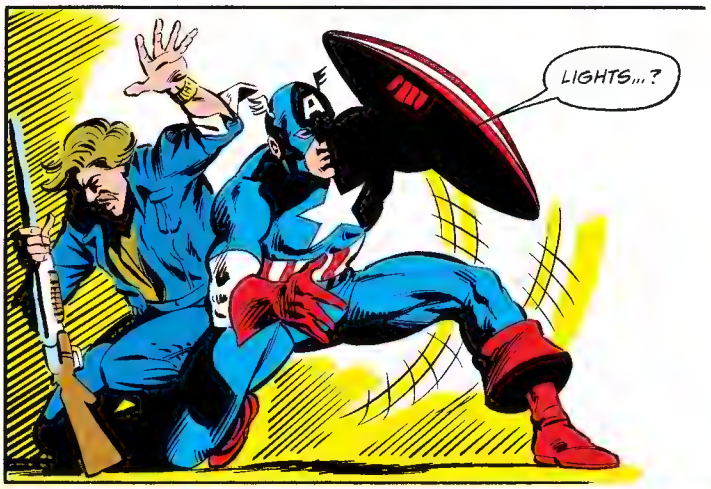
NO TELLIN' WHAT'S IN THERE, GENERAL...
THAT'S "CAP",
KEEP OUT
YEAH, ANYWAY, STAY LOW. IF YOU GET SCARED OR ANYTHING, JUST DROP TO THE FLOOR AND LEAVE THE ROUGH STUFF TO THE PROFESSIONALS! GOT IT?
VALE
GOT IT.

OKAY NOW, HERE... WE...
SNUFFY

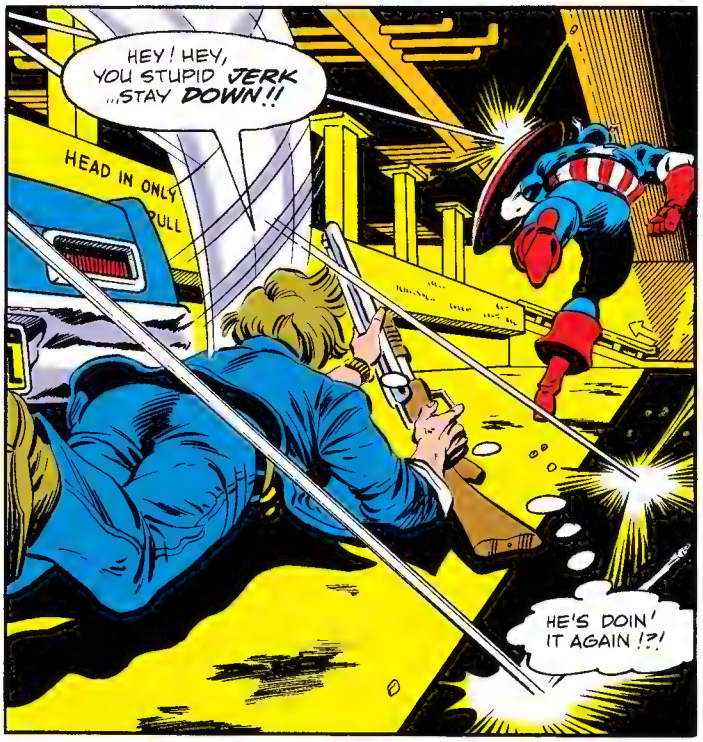

...GO...?

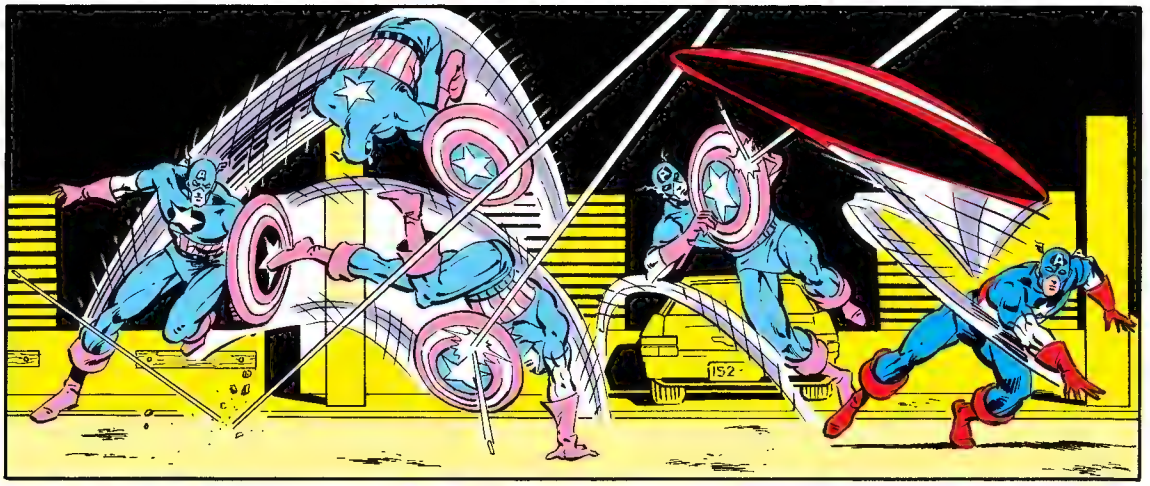
UH... HEY... HEY!..
LOOK, MAJOR VICTORY, OR WHATEVER... YOU KEEP PULLING DUMB STUNTS LIKE THAT, AN' SOMEBODY'S GONNA BLOW THOSE SILLY-LOOKING WINGS OFF YOUR HAT!
I MEAN, THAT FRISBEE OF YOURS LOOKS NICE AND ALL...
LEVEL B
HEAD IN ONLY

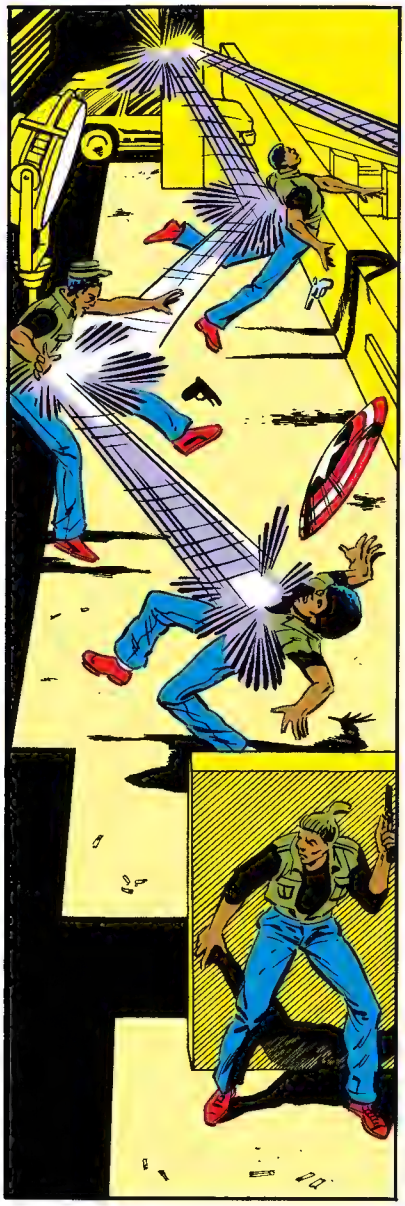
..BUT IT SURE AIN'T BULLET-PROOF!


LIGHTS...?

IT'S OVER, MAN. WHEN THE LEGION SAYS YOU'RE DEAD--
YOU'RE DEAD!

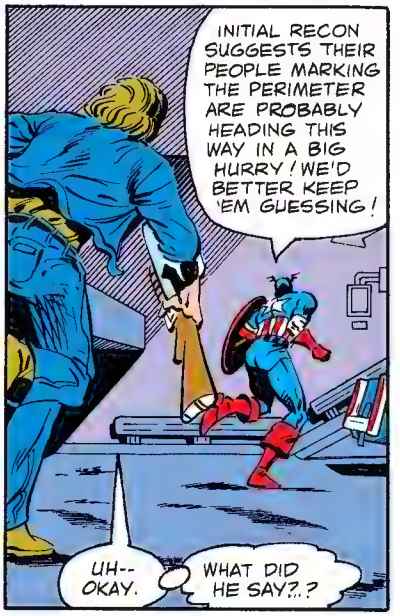

HEY! HEY, YOU STUPID JERK ...STAY DOWN!!
HEAD IN ONLY
HE'S DOIN' IT AGAIN!?!

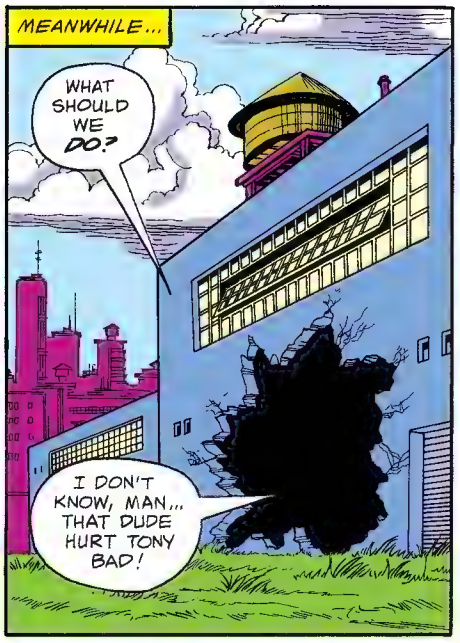




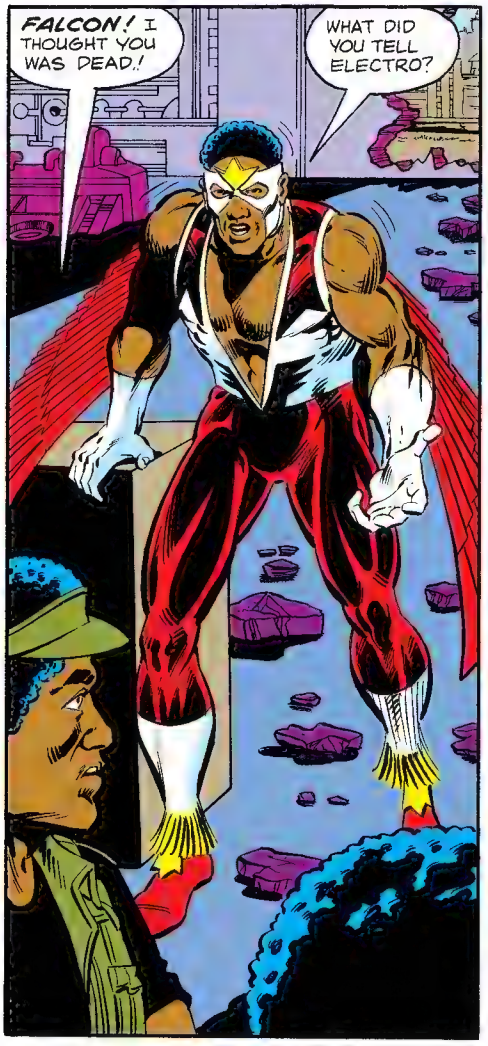
MOVE IT AND LOSE IT, BARF HEAD.

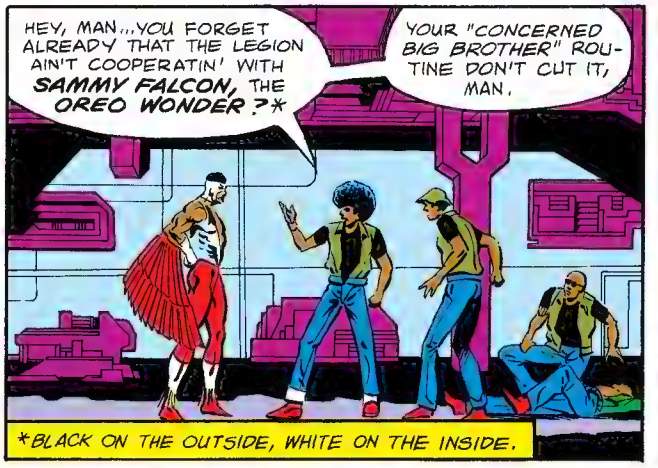
NOT BAD, WINGS, WITH A LITTLE WORK, YOU MIGHT JUST WORK OUT...
WE'D BETTER KEEP MOVING.


INITIAL RECON SUGGESTS THEIR PEOPLE MARKING THE PERIMETER ARE PROBABLY HEADING THIS WAY IN A BIG HURRY! WE'D BETTER KEEP 'EM GUESSING!
UH-- OKAY.
WHAT DID HE SAY?..?

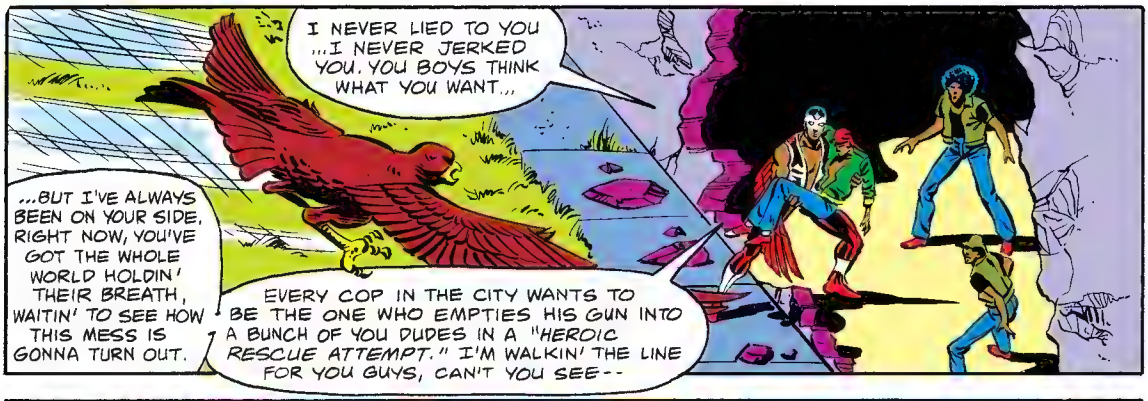

MEANWHILE...
WHAT SHOULD WE DO?
I DON'T KNOW, MAN... THAT DUDE HURT TONY BAD!

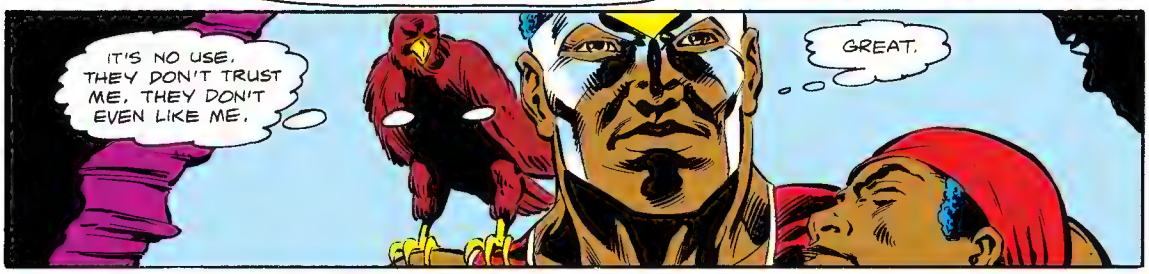
HE'S GOT TO GET TO A DOCTOR, MAN.
IS HE GONNA DIE...?
NOT IF I CAN HELP IT!

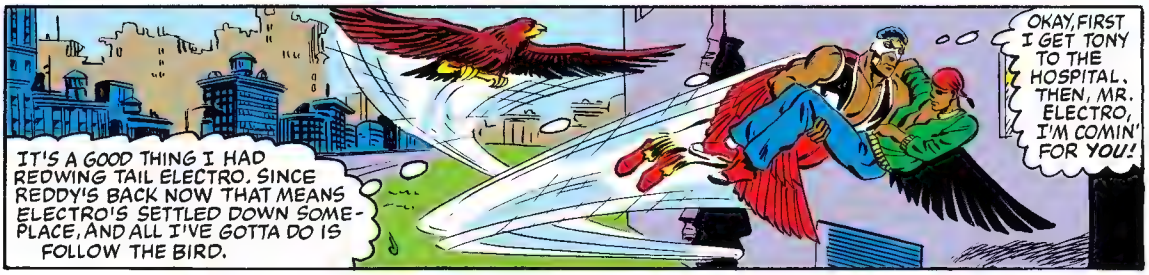

FALCON! I THOUGHT YOU WAS DEAD!
WHAT DID YOU TELL ELECTRO?

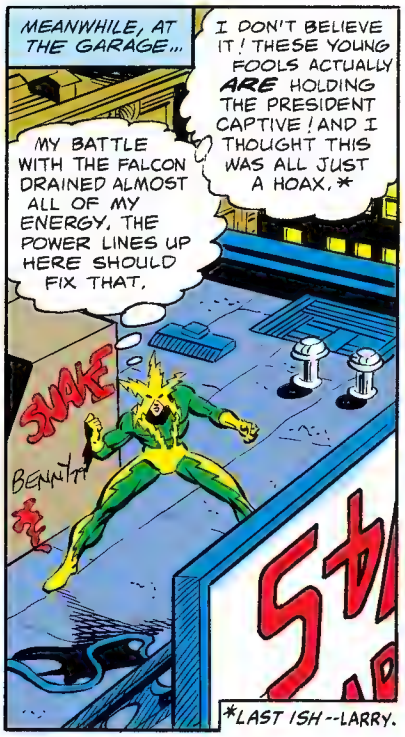

HEY, MAN...YOU FORGET ALREADY THAT THE LEGION AIN'T COOPERATIN' WITH SAMMY FALCON, THE OREO WONDER?*
YOUR "CONCERNED BIG BROTHER" ROUTINE DON'T CUT IT, MAN.
*BLACK ON THE OUTSIDE, WHITE ON THE INSIDE.

WE DON'T NEED--
SHUT UP!
MY PRIDE IS HURT, AND MY PATIENCE IS GONE! I'M SICK OF DEFENDING MYSELF!


I NEVER LIED TO YOU ...I NEVER JERKED YOU. YOU BOYS THINK WHAT YOU WANT...
...BUT I'VE ALWAYS BEEN ON YOUR SIDE. RIGHT NOW, YOU'VE GOT THE WHOLE WORLD HOLDIN' THEIR BREATH, WAITIN' TO SEE HOW THIS MESS IS GONNA TURN OUT.
EVERY COP IN THE CITY WANTS TO BE THE ONE WHO EMPTIES HIS GUN INTO A BUNCH OF YOU DUDES IN A "HEROIC RESCUE ATTEMPT." I'M WALKIN' THE LINE FOR YOU GUYS, CAN'T YOU SEE--


IT'S NO USE. THEY DON'T TRUST ME. THEY DON'T EVEN LIKE ME.
GREAT.


IT'S A GOOD THING I HAD REDWING TAIL ELECTRO. SINCE REDDY'S BACK NOW THAT MEANS ELECTRO'S SETTLED DOWN SOME-PLACE, AND ALL I'VE GOTTA DO IS FOLLOW THE BIRD.
OKAY, FIRST I GET TONY TO THE HOSPITAL. THEN, MR. ELECTRO, I'M COMIN' FOR YOU!

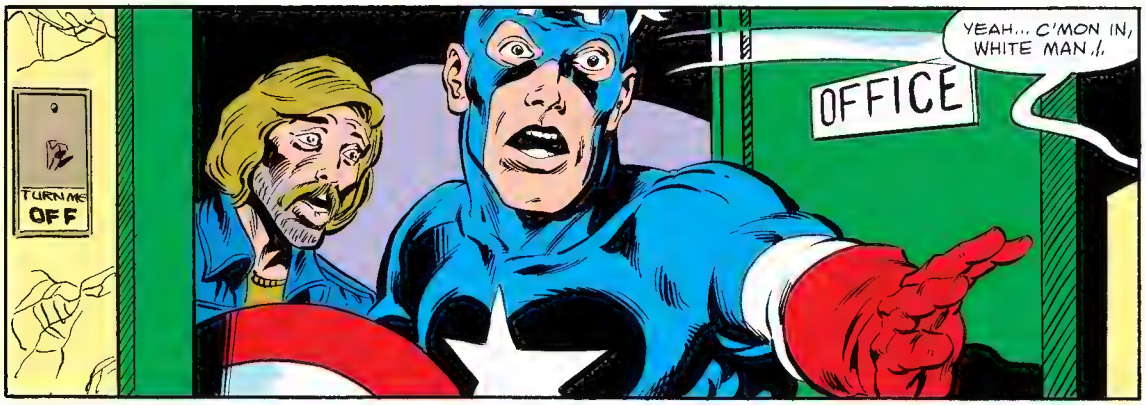

MEANWHILE, AT THE GARAGE...
I DON'T BELIEVE IT! THESE YOUNG FOOLS ACTUALLY ARE HOLDING THE PRESIDENT CAPTIVE! AND I THOUGHT THIS WAS ALL JUST A HOAX.*
MY BATTLE WITH THE FALCON DRAINED ALMOST ALL OF MY ENERGY. THE POWER LINES UP HERE SHOULD FIX THAT.
SNAKE
BENNETT
*LAST ISH--LARRY.

YES...POWER ...SWEET, HYPNO-TIC POWER...I AM ELECTRO...

...AND ELECTRO IS POWER!!!

INSIDE...
HUH? WHY'D THE LIGHTS DIM LIKE THAT?
IT'S PROBABLY JUST THESE KIDS TRYING TO RATTLE US.
OF COURSE, SERGEANT, IF YOU SHOULD GET SCARED OR ANYTHING...
HAR DEE HAR...
...HAR...?
HIYA, TORK.
GOTCHA INSURANCE PAID UP...?
NO SWEAT, KILO, I LET SWEET-MEAT HERE HANDLE MY LIGHT WORK.

I COULDA DONE THAT.
I JUST DON'T LIKE TO SHOW OFF, LIKE YOU.
OFFICE
NOW LET'S SEE WHO'S IN THE OFFICE...


TURN ME OFF
OFFICE
YEAH... C'MON IN, WHITE MAN.!.

...NEVER KNOW WHAT YOU MIGHT FIND.
OFFICE
WAY I SEE IT, IT'S YOUR MOVE, MR. FLAG!
AT THAT MOMENT...
THERE! MY POWER IS ONCE AGAIN AT ITS VERY PEAK!
FIRST I WILL RELIEVE THOSE MINDLESS WHELPS OF THEIR UNWILLING GUEST...
...AND THEN I'LL TAKE MY REVENGE FOR THAT HUMILIATING NEAR-DEFEAT AT THE FALCON'S HANDS!

HUH...?

EH? CAPTAIN AMERICA?!?

SMALL MATTER! THE ELEMENT OF SURPRISE IS MINE!

MR. PRESIDENT, I'VE BEATEN THE POLICE; I'VE BEATEN THE PATHETIC SO-CALLED LEGION, AND NOW I'VE BEATEN CAPTAIN AMERICA. TELL ME, SIR...
WHO WILL SAVE YOU?

HELLO.
COWARD! STAND AND FIGHT!
I'LL MELT YOU DOWN TO AH--EH?
SURELY YOU JEST.
DETAILS,.. DETAILS... DETAILS...

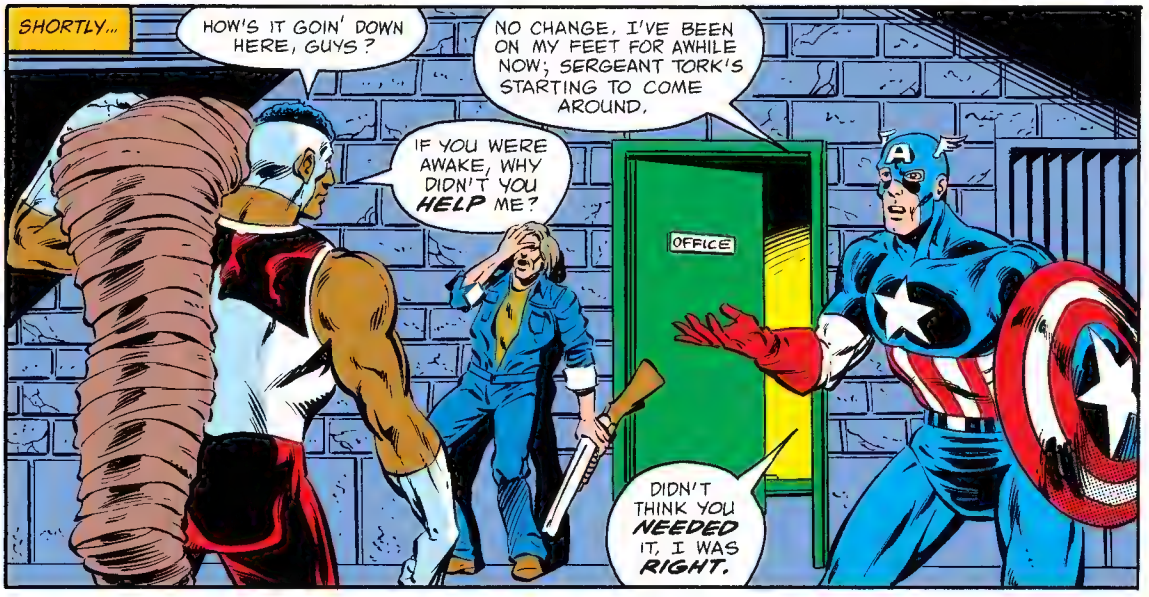
I'VE GOT TO HAND IT TO XEON... THIS MULTI-LEVELED GARAGE WOULD'VE MADE A GREAT TRAP FOR ME... ACTUALLY, IT STILL MIGHT.
IT'S COMPLETELY ENCLOSED... LOTS OF LITTLE HIDEY-HOLES TO SPOT TRIGGER BOYS.
I HOPE I FIND WHAT I'M LOOKING FOR BEFORE...
WHOOPS!
HEAD IN PARKING
PULL UP TO
HOW DID HE CATCH UP TO ME SO FAST...?
SO...THAT'S HOW HE'S BEEN FOLLOWING ME... "SKATING" ALONG ON AN ELECTROMAGNETIC FORCE FIELD!
HEAD IN

FALCON, YOU ARE TRULY PATHETIC, AMATEURISH, SOPHOMORIC RIDICULOUS...
I RESENT YOUR INSISTANCE ON PROLONGING THIS STUPID FIGHT!
IN FACT, I--
THAT SOUND...
...OF COURSE...
THE FALCON'S FLIGHT ABILITY IS MECHANICALLY CREATED! THAT WING ASSEMBLY IS ACTUALLY A SOPHISTICATED LIFT MECHANISM...
WHICH MEANS THERE'S GAS TURBINES... ENCEPHALOGRAPHIC SEQUENCERS ...AND SOME QUANTITY OF ELECTRICAL CURRENT TO MAKE IT ALL WORK! ELECTRICITY I CAN CONTROL!
IMPRESSIVE, GRAVITY-NEGATING APPARATUS GANGED TO RETRACTIBLE, JET-TIPPED GLIDER WINGS WHICH PROVIDE YOUR MANEUVERABILITY.
I HAD NO IDEA YOU WERE SO SCIENTIFICALLY ADEPT.
I'M NOT.*
*THE BLACK PANTHER DESIGNED FALC'S FLYING RIG.

MOVE IT, SAM.
HE TAGS YOU, YOU'RE DEAD.
AND HE'S REEEALLL FAST.
LUCKILY, I WAS AN ACROBAT BEFORE I WAS A FLYBOY...
...WITH ANY LUCK, I'VE LEFT MR. STARFISH FAR, FAR BE--
--NO.
I'VE TOYED WITH YOU LONG ENOUGH, AMATEUR--
HEAD IN PARKING ONLY
PULL UP TO BUMPER

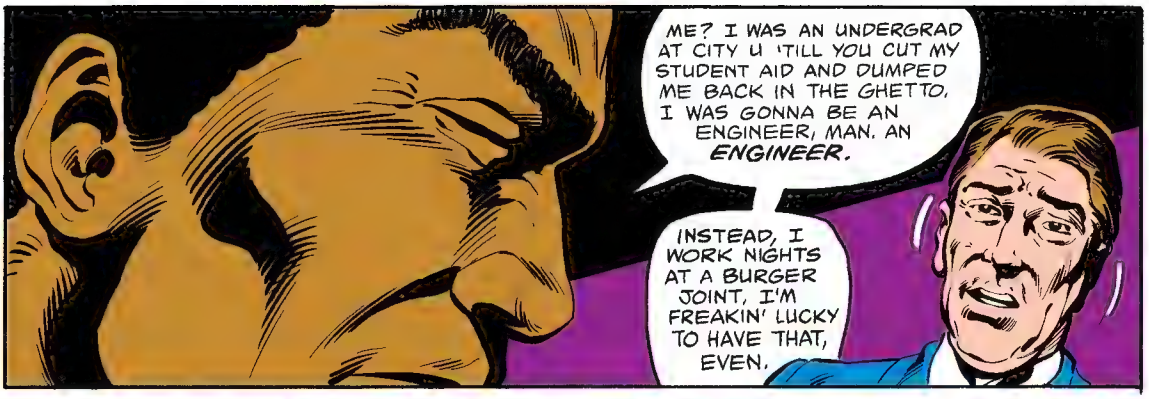
YEEAARGH!!
YOU'LL...PAY ...FOR THAT ...AMATEUR.
ELECTRO...
...YOU'RE ALL WET!
GOOD OL' REDWING, WHAT WOULD I DO WITHOUT YOU?
OKAY, MISTER, LET'S WRAP THIS UP.
YES...COME! YOU MAY HAVE TEMPORARILY NEGATED MY POWER...
...BUT I WON'T EVEN NEED IT TO DISPOSE OF A NOVICE LIKE YOU...

FWOK


SHORTLY...
HOW'S IT GOIN' DOWN HERE, GUYS?
NO CHANGE, I'VE BEEN ON MY FEET FOR AWHILE NOW; SERGEANT TORK'S STARTING TO COME AROUND.
IF YOU WERE AWAKE, WHY DIDN'T YOU HELP ME?
OFFICE
DIDN'T THINK YOU NEEDED IT, I WAS RIGHT.

NOW, WHAT TO DO ABOUT THIS?
I'VE GOT AN IDEA, LET ME PLAY MY HAND,
I DON'T KNOW, SAM...
OFFICE
STEVE--I'VE GOT A CHANCE TO SAVE MORE THAN ONE LIFE HERE...
HEY... HEY!
...LET ME GO WITH IT!
JUST A MOMENT, SON, WE'RE COMING TO YOU.
OKAY, SAM... BUT IF HE SO MUCH AS TWICHES, YOU'RE GOING TO HAVE TO PEEL HIM OFF THE WALL.
YOU GUYS ARE BORRRRING.
XEON...
...YOU'RE A JERK. YOU'VE GOT A SOLID OPPORTUNITY HERE...ONE YOU'VE BEEN WAITING FOR A LONG TIME...
...AND YOU'RE BLOWING IT.

UNLESS ALL THAT RAP ABOUT *INEQUALITY* AND *INJUSTICE* AND ALL THAT OTHER STUFF YOU AN' THE LEGION HAVE BEEN SO UPTIGHT ABOUT FOR SO LONG IS JUST *HOT AIR*.
WHAT'RE YOU TALKIN' ABOUT, MAN?
DIG: THE PRESIDENT CAME TO TOWN ON A *FACT-FINDING* TOUR, RIGHT? WELL--
--*GIVE* HIM SOME FACTS.
WHAT'RE YOU *AFRAID* OF, XEON...?
THIS HERE'S REE. SHE GOT PREGNANT WHEN SHE WAS *13* AND HER POPS THREW HER OUT ON THE STREET.
SHE WAS SPEND-IN HER NIGHTS ON THE "A" TRAIN WHEN FALC FOUND HER.
OKAY.
YOUNG MAN, IF YOU EXPECT ME TO BE *INTIMIDATED*...
YOU GOT IT ALL WRONG, RON. I JUST WANT TO INTRODUCE YOU TO SOME OF MY FRIENDS.
THIS IS MY HOMEBOY ANGEL. ANGEL WAS STRUNG OUT ON SMACK...
...FALC TOOK HIM HOME; SAT UP WITH HIM FOR A WEEK WHILE ANGEL KICKED AND SCREAMED AND THREW UP ALL OVER FALC'S APART-MENT.
HE'S STRAIGHT NOW, RON, ANGEL'S REAL COOL.


ME? I WAS AN UNDERGRAD AT CITY U 'TILL YOU CUT MY STUDENT AID AND DUMPED ME BACK IN THE GHETTO. I WAS GONNA BE AN ENGINEER, MAN. AN ENGINEER.
INSTEAD, I WORK NIGHTS AT A BURGER JOINT, I'M FREAKIN' LUCKY TO HAVE THAT, EVEN.

I KNOW IT'S HARD FOR YOU TO MAKE ALL THIS OUT FROM YOUR ROSE GARDEN, RONNIE, BUT TIMES IS HARD, MAN. PEOPLE ARE HURTIN'.
SEEMS LIKE YOU WORK DAY AND NIGHT JUST TO KEEP US DOWN. THEN AGAIN, WE DIDN'T VOTE FOR YOU, ANYWAY.
YOU'RE BUILDING BOMBS, MAN! WE NEED SCHOOLS ...WE NEED HOUSING...

FREEZE!

THOSE GUNS WON'T BE NECCESSARY, OFFICERS. I'LL BE WITH YOU IN A MOMENT.
I'M IN A CONFERENCE RIGHT NOW.

WELL...AS HARROWING AS THE PAST TWO HOURS MUST HAVE BEEN FOR THE NATION, IN A WAY I'M ALMOST GLAD THIS INCIDENT OCCURRED,
I NOW HAVE A DEEPER INSIGHT AND A FRESHER COMMITMENT TO THE NEEDS OF THE PEOPLE... ALL THE PEOPLE, I PLAN TO SPONSOR NEW LEGISLATION WITH THE APPROPRIATE SUB-COMMITTEES ON CAPITOL HILL.
...AS POLICE CHIEF, I CAN SAY WITHOUT HESITATION THAT THIS MAN, MR. PRESIDENT, IS A CREDIT AND A VALUABLE ASSET TO THIS COMMUNITY! I'VE ALWAYS SAID SO!
YOU SEE, WELL, LET'S SAY ALL U.S. CITIZENS WERE REPRESENTED BY A PIE. YOU HAVE THE TOP THIRD REPRESENTING THE RICH...
IS HE KIDDING? "THERE'S TWO THINGS I DON'T LIKE, MR. WILSON-- FORTUNE TELLERS AND SUPER-HEROES!"
THE MAN IS A PRIZE.
BUZZZ!
YEAH...THIS IS GREAT, HAVIN' A BEER WITH THE GUYS! COOLIN' OUT! NO WOMEN. YEAH.
BOOKIN' UP, STEVE?
AFRAID SO, I'VE GOT A RAVISHING BEAUTY WAITING FOR ME, TAKE CARE.
BUZZZ!
YEAH... NO BIMBOS... NO GETTIN' DRESSED UP... NO NECKTIES...

I'M COMIN'! I'M COM--
...NO WAITIN' ON LINES! JUST US GUYS, A BEER, AND A T.V. ...
DON'T YOU EVER ANSWER YOUR DOOR, FALCON?
RACHEL!
YOU DID SAY I COULD DROP BY.*
*ISH #2.
MY CAR IS WAITING.
YEAH... JUST THE GUYS...AN' A NICE, COLD BEER...HUH?!?
OKAY, THAT'S COOL.
I DIDN'T WANT TO HANG WITH THEM ANYWAY, I WAS DOIN' THEM A FAVOR.
WHO NEEDS 'EM?
COMIN', PAL?
HEY...YOU GUYS LIKE BEER...?

The Falcon #3 cover original art
by Alan Kupperberg

Courtesy HeritageAuctions.com

Marvel Age #7 (October 1983) feature on *The Falcon* miniseries
by Christopher Priest

CREATING A NEW LIMITED SERIES

THE FALCON

by Jim Owsley

In the ghetto
You're on your own
Dying is easy
Nobody cares, and
No one will save you...
...but him.

Dick Gregory, a well-known black comedian and political activist, once said he'd gone to dine at a racist restaurant in the south. When the waiter brought him his meal, a roast chicken, Dick found himself surrounded by several local citizens of the redneck persuasion. These gentlemen told Dick that whatever he did to that chicken on his plate, they would in turn do to him. He said, "You gentlemen mean to tell me that whatever I do to this chicken," I'm paraphrasing here, "no matter what it is, you'll do the same to me?" The redneck gentlemen reaffirmed their statement. Well, this presented Dick with a unique opportunity; one that doesn't present itself very often. Here was a solid opportunity for Dick to make a bold statement and leave a solid impression on these people. Without another word, Dick picked up the succulent bird in both hands, and kissed it.

The Falcon has long been a mainstay of the Marvel Universe. Created in 1969 by **Stan Lee** and **Gene Colan, the Falcon** made a name for himself within the pages of CAPTAIN AMERICA. For nine years, **the Falcon** teamed with **Cap** against the likes of **the Red Skull, Dr. Faustus, Batroc the Leaper,** and even **Spider-Man**. For over a hundred issues (CAPTAIN AMERICA #117-222) **the Falcon** shared in **Cap's** many adventures, until **Cap** left **Falcon** in charge of a fledgling group of super heroes, and took off to explore his past. Aside from short stints in both **the Defenders** and **the Avengers, the Falcon** has almost retired from the Marvel Universe. That is, of course, until now.

The Falcon's real name is **Sam Wilson**. Sam is a social worker who lives and works in the Harlem district of Manhattan, N.Y. To me, there's a whole world of possibilities presented within just those two sentences. Harlem is full of life and energy. It's not the den of iniquity cum enter-if-you-dare-kill-whitey type of place some people seem to think it is. Likewise, black people (especially black women) aren't nearly as loud, rude, angry, and/or violent as some people may think. I've been to Harlem, and I know more than my fair share of black people, so take it from me. I look at this series as my chance, my unique opportunity to try to explode a few of the many ridiculous stereotypes some people have placed on entire segments of our society. This is an opportunity that doesn't often present itself; a chance to take Marvel readers into **the Falcon's** world.

There's obviously more to the man than meets the eye. The truth is, **the Falcon** is a social worker in costume as well as out of it. He cares. That's the entire key to **the Falcon's** character; he cares. He cares about his friends, his neighbors, kids in trouble; anybody who needs help. The street people are his people. The young kids strung out on booze or drugs or running with gangs – those whom society would prefer to just ignore or wish away – are his prime concern. Sam Wilson is a well-educated man. He doesn't have to be a social worker, and he doesn't have to live in a poor neighborhood. But he stays. He stays because he's chosen to.

Living in the ghetto means always wanting to get out. Ask anyone who lives in a ghetto what their long range plans are. Nobody likes living in a ghetto. Living in a ghetto usually means your parents were poor and you were born poor. You grow up poor, live poor, and will probably die poor. Blacks in particular struggle on in this kind of environment almost like a society within a society. Unemployment in the U.S. may be officially listed at 10%, but the figures for blacks read more like 28%. The unemployment rate for black teenagers is an incredible 49%. Each summer schools in poor neighborhoods turn a mass of teenaged youths out onto the streets who have nothing to do. All day, all night. Nothing to do. Just waiting. I know about this first hand; I lived through it. This sort of living can give you an intense feeling of hopelessness and despair. A lot of these kids feel the need for some kind of escape. Some turn to crime. Some turn to drugs. Some try suicide.

These are the people **the Falcon** is out to save. Ever the idealist, **Falcon** refuses to admit there's no hope and likewise refuses to allow his young contemporaries to do so. Don't give

THE FALCON!
AM I GLAD TO SEE YOU!
HI, RACHEL. LOOKS LIKE YOU PICKED THE WRONG DAY TO STOP AND SAY "HI."
HEY, HEY, HERO..!
MY BEST FRIEND IS DEAD 'CAUSE O' YOU, MAN. YOU SET US UP. YOU GOT US TO BELIEVE YOUR LAW N' ORDER JIVE, AND THEN YOU SET US UP FOR THIS! THE LEGION DON'T CARRY NO GUNS--THAT WAS PART OF OUR TREATY--EVERYBODY KNOWS THAT. SO THEN THIS COP BLOWS JIMMY AWAY.

Here's a sizzling sample of the dramatic dialogue and drawing from the second issue of THE FALCON (Limited Series).

up. Both as Sam Wilson and as **the Falcon**, our hero works within this atmosphere every day, trying to keep these kids straight. **Falc's** identity is public record, thanks to a much-publicized trial, so he's accessible to these people 24 hours a day. If they're not jamming his office at the U.S Department of Social Services, then they're waiting for him on his fire escape at home. The Falcon has played a broad, no-holds-barred role in gaining the confidence and trust of the local residents, especially the kids. He's paid some heavy dues to win this trust.

In this series, you'll see just how heavy those dues were. Through no fault of his own, **Falc** fails to keep a promise to one of the local youth gangs and, as a result, one of their members is killed. The bond is broken. The trust is gone. Gang hostilities towards the police and local citizens escalate to the point where the president of the United States becomes involved. Touring Harlem on a "fact-finding" mission, the president is kidnapped by the street gang who call themselves **The Legion. The Falcon** is then placed in the no-win situation of having to not only rescue the president, but regain the Legion's trust amidst a sea of federal agents all looking to have these kids' collective head on a platter. Pressure like this would most certainly do in a half-baked writer like me, but the **Falcon**... well, let's just say that he doesn't believe in no-win situations.

I'm real happy about this issue. I'm really happy **Paul Smith** penciled the first issue. Paul is a remarkably talented guy who imbued the first issue with tons of atmosphere and characters who literally lept off the page, grabbed by pen, and wrote their own lines. And all this from an L.A. fair-haired beach bum, no less. When Paul could no longer find time in his schedule to continue penciling this series (he'd signed on to do the **X-Men**), I found lightning does strike twice.

Mark Bright wandered into **Jim Shooter's** office with a proposal for a **Falcon** Limited Series, and Shooter quickly hustled him down the hall to me. The rest is magic. Mark and I really had a lot of fun putting this series together. I'm confident that Mark is going to be a very hot property in the comics business in a very short time. Mark's already made a name for himself among science fiction paperback book publishers for his stunning cover paintings. He has a keen sense of storytelling with a flair for the dramatic. He adds little "bits" to my plot outlines (I love artists who make me look good), gives me grief about artistic detail, and generally puts about 900% into this series.

This, then, is my golden opportunity. That once in a lifetime chance to make a bold statement and leave a solid impression on your peers. Like Dick Gregory's chicken. I can only hope that my performance was as admirable in its own way as his. Cluck. Cluck.

The Falcon #1 editorial
by Christopher Priest

CRIB NOTES

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

LARRY HAMA
EDITOR
JIM OWSLEY
ASSISTANT EDITOR

IT'S ABOUT TIME

How long has it been now? Was it June or July of 1981 that I got this great idea for a Falcon story. I went scurrying down the Marvel halls to the palatial east wing where Jim Shooter, Editor-In-Chief, hangs his hat. He wasn't there.

Gritting my teeth, I settled into the traditional "where's Jim *now?*" treasure hunt, and began turning over the Marvel offices looking for him. Hmmm... not in the jacuzzi... not on the tennis courts ... not up in the penthouse with **Stan...**

Of course, he was in **Archie (Epic) Goodwin**'s office, playing poker. Silly me. In I came, bursting with enthusiasm over my Falcon story, "Jim! I got a great idea!" Tossing his cards in the air, Jim leapt out of his chair and, announcing he couldn't wait to hear my great idea, quit the game and headed back to the east wing. The way I see it, either he thought I was a great writer, or he was holding a lousy hand. Made no difference to me. We climbed into his customized **Spider-Man** golf cart, and headed back to the east wing, where I told him my great idea for this Falcon story.

He loved it. 27½ revisions later, and the plot was shipped to California to a then-unknown artist named **Paul Smith**. In no time, we had a truly remarkable comics story in our hands. The pencils were marvelous, **Mr. Vinnie Colletta's** inks were dazzling, and the writing was top notch (if I do say so myself, and I do). There was only one problem; where to print it.

Enter **Al Milgrom**. This is about, oh, February of '82 by now. He was working on a then-unknown project called **MARVEL FANFARE**. Jim figured we could run the Falcon story in there! It's well done! It's neat stuff! *Jim likes exclamation points!!!* He gave the job to Al! Al said he'd run it! Problem was, Al had an office *full* of well done, neat stuff!

The beat went on.

Finally, it's like late '82. One day Jim Shooter coined the phrase "Limited Series", and a light went on in his head. "Let's do a **FALCON LIMITED SERIES** based on the original Falcon story you did umpteen years ago!" Okay, but who do we get to draw it since Paul Smith was then committed to the **X-MEN** Institution of Mental Illness and Deadline Crunches?

As if on cue, in walks **Mark Bright**, aspiring new artist and professional future superstar, looking to do a **FALCON LIMITED SERIES**. He said he'd always liked the character and would somehow find the time to squeeze the Falcon in between his paintings for science fiction paperbacks and other commercial artist-like stuff. We thought he was eavesdropping outside Jim's office door. You never can tell with Mark; he always sports this "trust me" smile and simply wreaks of innocence and light. Okay, let's do it. At that point, **Larry Hama** sauntered in and demanded to edit the series (I'm paraphrasing a bit here). Jim saw the light, and the three of us left the east wing's putting green, and went on to further greatness

So, here we are. I can't believe it. It's finally being published. Jim's happy. Paul's happy. Larry's happy. Mark -- well, he'll be happy next month when he takes over.

Me? Well, I just have had a hard time believing it's finally happening. The way my luck's been running, the printing press will break.

More to come...

Jim Owsley

NEXT: It is 50 tons of walking solid steel. It is armed with the deadliest offensive weaponry known to man. It can think. It can *kill.* It's called a **SENTINEL,** and it's out to destroy **THE FALCON.** In thirty days.

CRIB NOTES

℅ MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

LARRY HAMA
EDITOR
JIM OWSLEY
ASSISTANT EDITOR

EVERYTHING YOU WANTED TO KNOW ABOUT THE FALCON:

LIKE, HOWCOME EVERYBODY CALLS HIM "SAM"?
The Falcon's secret identity that of social worker Sam Wilson – is public record.

YEAH? WHY?
Due to the well-publicized trial for his past offenses as "Snap" Wilson, the Falcon's secret identity was revealed.

HUH?
Prior to his becoming the Falcon, Sam was a small-time racketeer who called himself "Snap" Wilson.

RACKETEER? WHAT'S A RACKETEER?
"Racketeer" is a word they used to use to describe undesireable characters who were into illegal business dealings. Like running numbers. Like drugs. Like "protection" operations.

YOU MEAN, HE WAS A CROOK.
Something like that.

OKAY, SO HOW'D HE GET TO BE THE FALCON?
Sam, or "Snap", was en route from a mob assignment in Rio, when his plane crashed on a Caribbean island run by the Exiles, a group of professional killers who were working for the Red Skull. The Skull used the powers of the cosmic cube to evolve Sam's psionic link with his bird, Redwing, and change Sam's entire personna around to make him appealing to Captain America, whom the Skull had imprisoned on the island. Cap met Sam, and eventually trained Sam as his partner. It was much later that the Skull's true rationale for using Sam came to light; in a subsequent battle with Captain America, the Skull forced the Falcon, through a cosmic-cube-created mindlink, to aid him in his battle against Cap. In fighting to overcome the Skull's control, Sam's memory of his "Snap" days returned, and he confessed that he was indeed this "Snap" Wilson.

BUT, DIDN'T YOU JUST SAY SNAP WILSON WAS A CROOK?
Yes, that's why the Falcon went on trial.

OH. WELL, HOWCOME HE ISN'T IN JAIL?
He was released in Captain America's custody.

ISN'T HE RUNNING FOR MAYOR OR SOMETHING?
Yes, in Captain America's monthly comic, Sam is running for a seat in Congress.

YEAH, BUT DIDN'T HE PROMISE NEVER TO PUT ON HIS FALCON SUIT AGAIN?
That's correct.

WELL, HOWCOME HE'S GOT IT ON?!?
These stories take place before Sam began his Congressional campaign.

IS HE GONNA WIN?
Next question.

WHERE'D HE GET THOSE WINGS OF HIS?
The Falcon's wings were designed and built by the Black Panther.

HOW DO THE WINGS WORK?
Buy the next issue and see for yourself.

LIKE, HOW DO THEY MANAGE TO STICK TO HIS ARMS LIKE THAT?
They don't. The wing assembly rests on a set of flexible plastic rods linked by ball joints. The rods connect to his gloves and the back of his tunic.

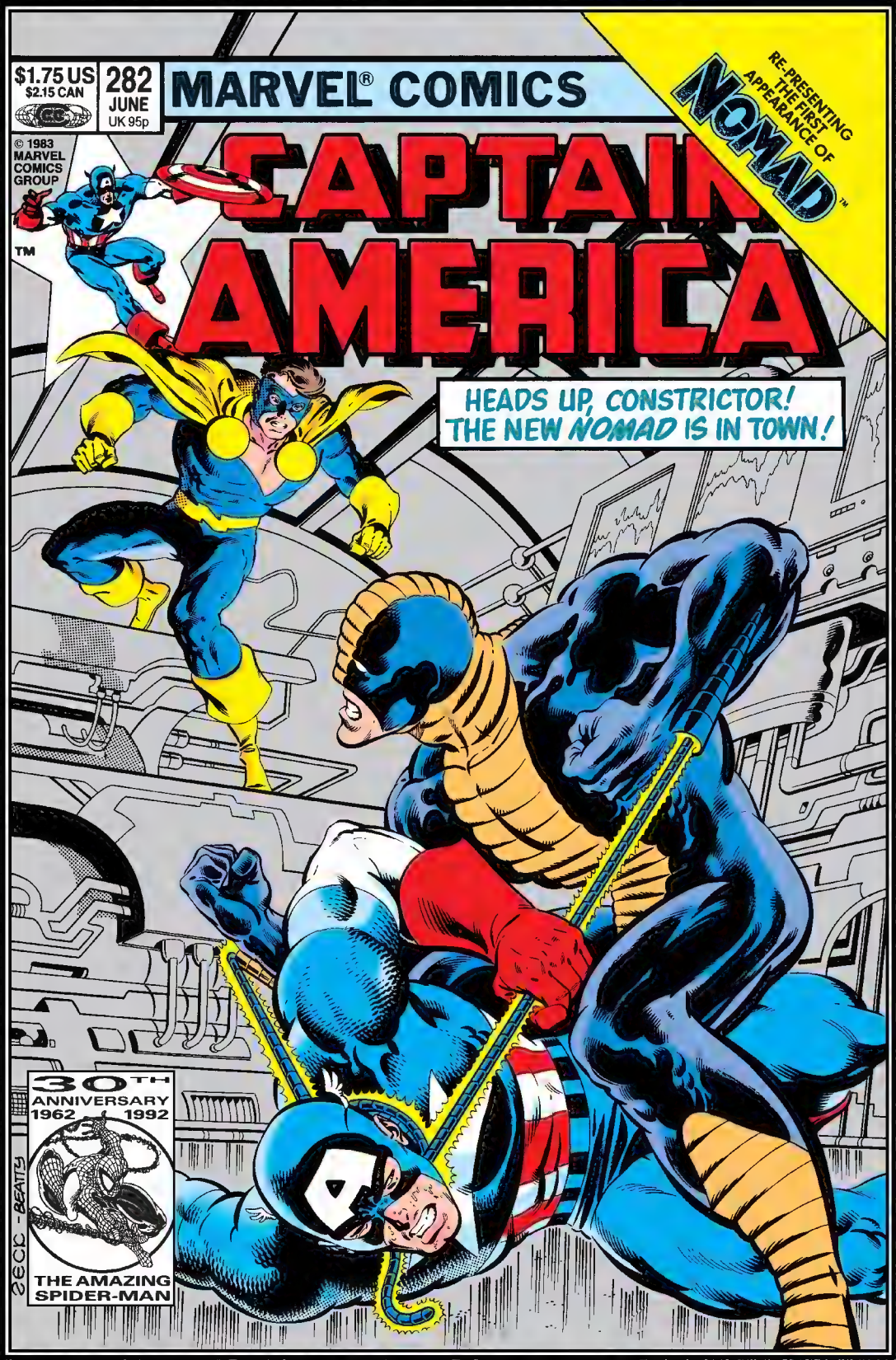
WILL HE EVER GET HIS OWN REGULAR SERIES?
Not unless you readers write in and demand it. So start writing, huh?!?

WILL HE BE JOINING THE X-MEN?
That concludes our interview.

NEXT: He's beaten the cops. He's beaten the Legion. He's beaten Captain America. Only one man stands between him and the president of the United States. Electro vs. the Falcon. The Final battle. Be here.

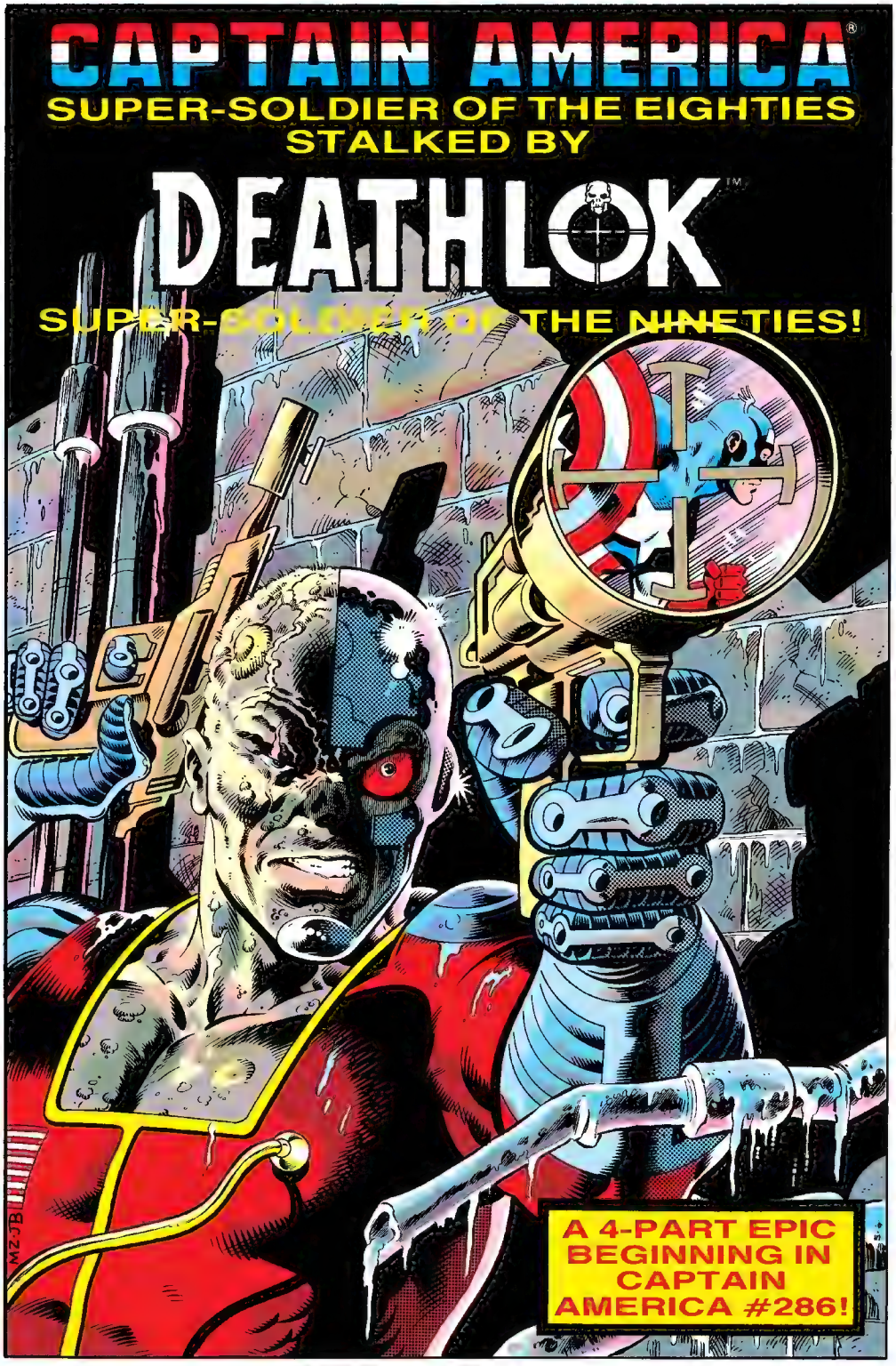
Marvel Fanfare #10 (August 1983) Captain America pinup
by Brent Anderson

In May 1992, concurrent with the debut of the ongoing *Nomad* solo series, Marvel released a reprint of *Captain America* #282 with a silver ink background.

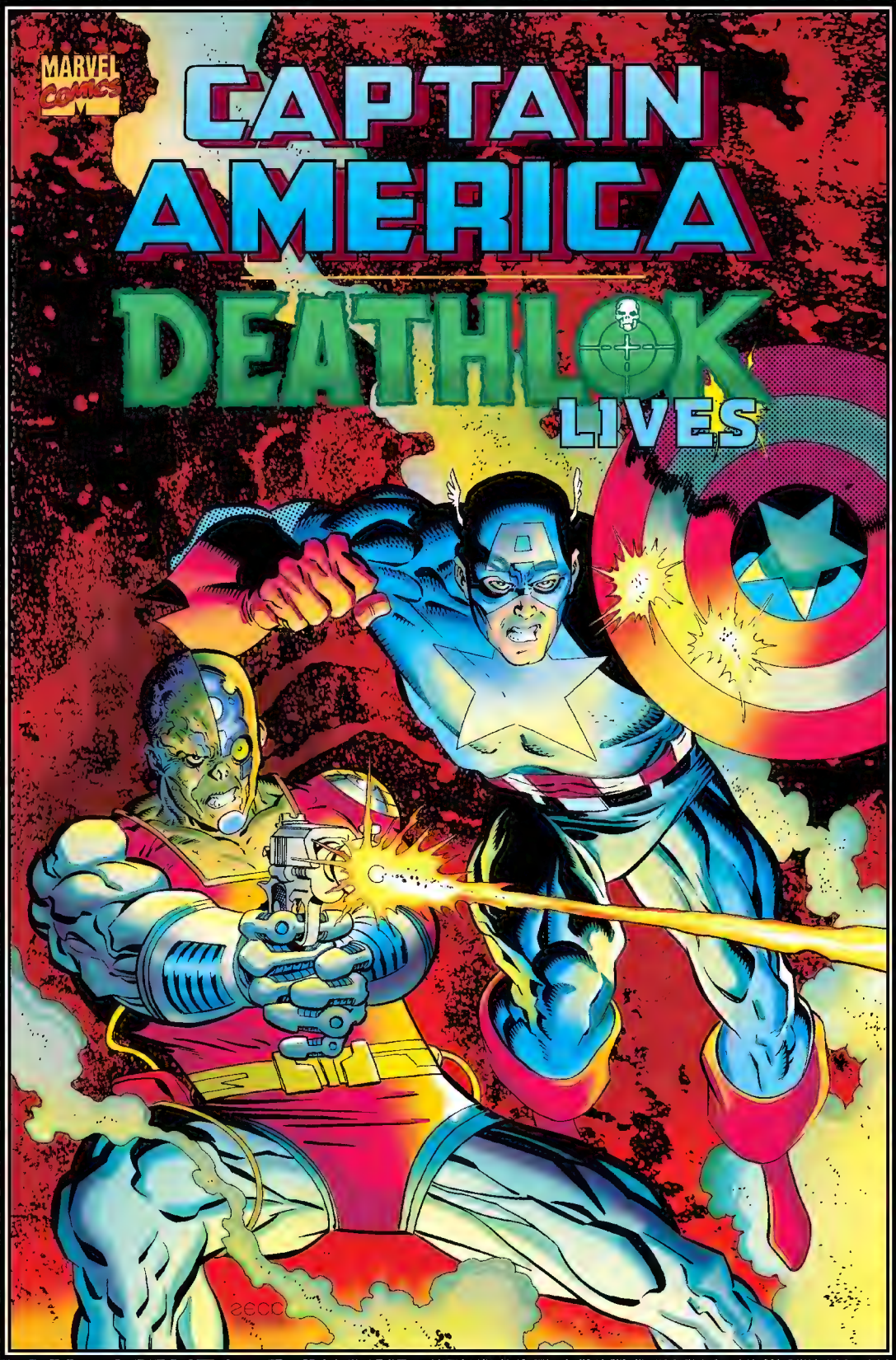


Reprinting *Captain America* #282

Captain America #286-289 house ad
from *Marvel Age* #5 (August 1983)



Captain America: Deathlok Lives TPB (October 1993) cover
by Mike Zeck & Paul Mounts



Reprinting *Captain America* #286 and material from #287-288

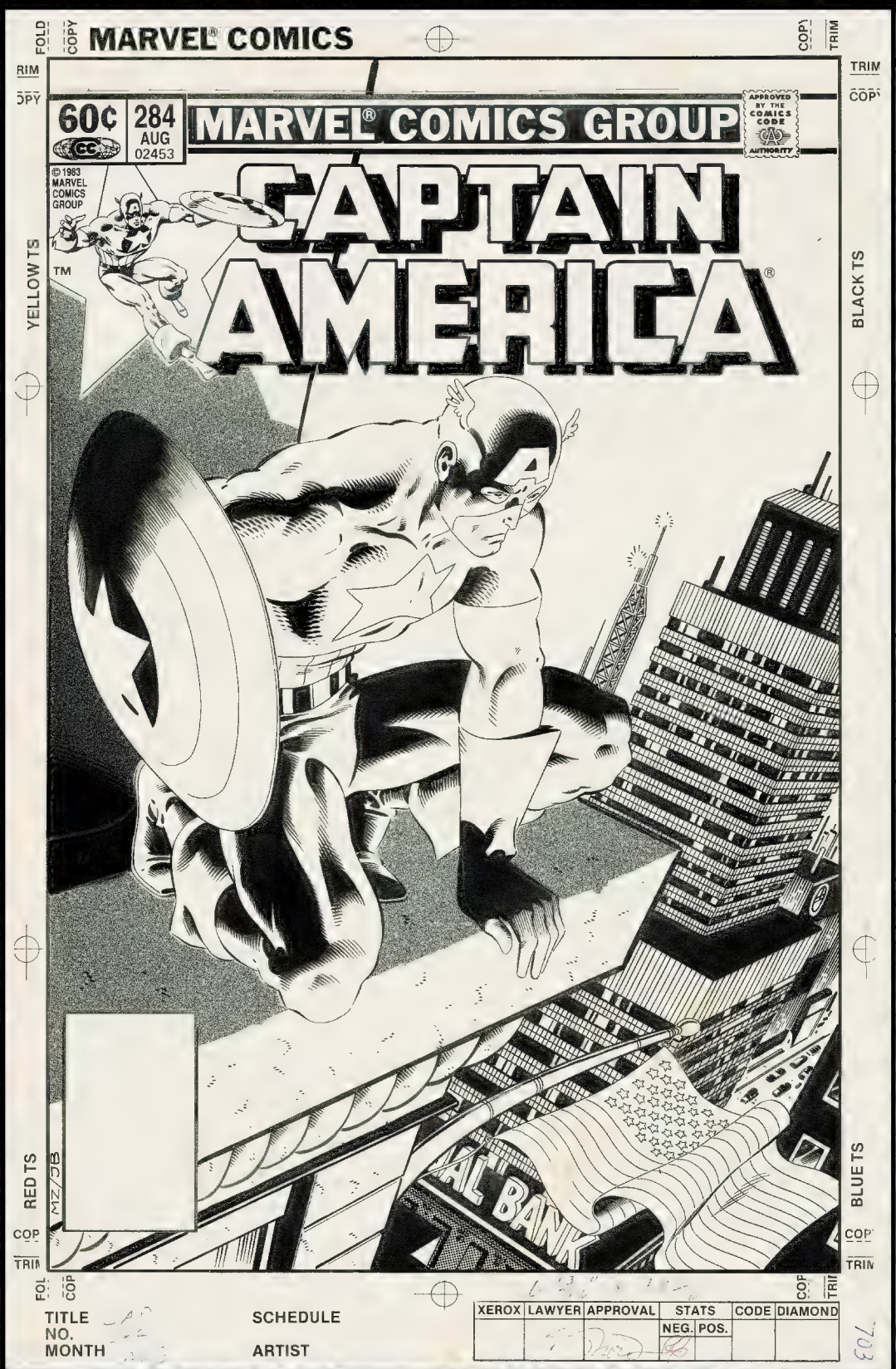
Captain America #281 cover original art
by Mike Zeck & John Beatty

Courtesy Scott Dunbier

Captain America #283 cover original art
by Mike Zeck & John Beatty

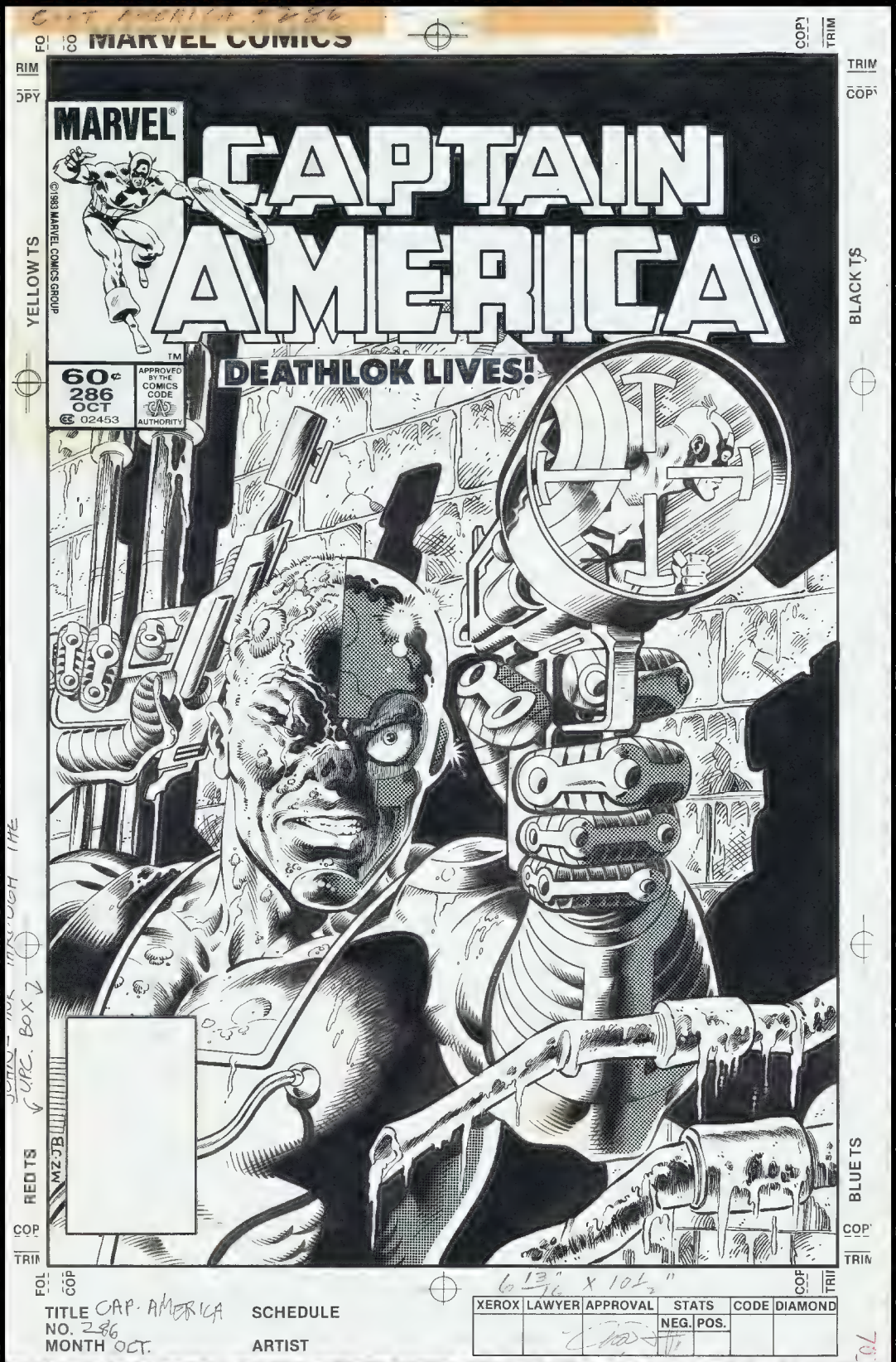
Courtesy HeritageAuctions.com

Captain America #284 cover original art
by Mike Zeck & John Beatty



Courtesy Scott Dunbier

Captain America #286 cover original art
by Mike Zeck & John Beatty



Courtesy Scott Dunbier

BIOGRAPHIES

J.M. DEMATTEIS

Born and raised in Brooklyn, New York, J.M. DeMatteis was a professional musician and rock music journalist before entering the comic book field. DeMatteis took to drawing at a young age, honing his skills well enough that he was invited to attend the School of Visual Arts in Manhattan. By this time, however, he was more interested in writing, and as many aspiring writers of the 1970s did, he broke into comics writing for DC's anthology titles *Weird War Tales* and *House of Mystery*. His early successes included "I…Vampire" and "The Creature Commandos" and credits writing Batman stories in *Detective Comics* and *Brave and the Bold*. This coincided with a disenchantment with the rock-and-roll world after DeMatteis' negative review of the Grateful Dead's 1980 album *Go to Heaven* in *Rolling Stone* brought an undue reaction from Deadheads.

By 1982, DeMatteis had shifted from DC to Marvel, where he blossomed writing the ongoing series *Captain America*, *Marvel Team-Up* and *The Defenders*, which enjoyed a quirky and critically acclaimed run during his tenure. Other highlights of the decade included a run on *Conan the Barbarian*, a four-issue *Prince Namor* miniseries and a pair of breakthrough Epic miniseries: *Moonshadow* and *Blood: A Tale*. Capping off his '80s work for Marvel was "Kraven's Last Hunt," a six-part storyline that is hailed by many as the greatest Spider-Man story of all time. Beginning in 1987, DeMatteis, Keith Giffen and Kevin Maguire collaborated on the award-winning and madcap *Justice League International* and its many spin-offs. DeMatteis also wrote *Mister Miracle*, *The Spectre* and multiple projects in the early years of DC's Vertigo imprint, including the autobiographical *Brooklyn Dreams*. A 1990s return to Marvel featured work on the Spider-Man titles, including the "Clone Saga." At CrossGen, he co-created the celebrated series *Abadazad* with Mike Ploog, which was continued at Hyperion Books. DeMatteis has also written extensively for TV and animated series and penned children's books and fantasy novels. DeMatteis teaches Imagination 101, a workshop exploring the practicalities and metaphysics of writing for comics, graphic novels and animation. He's also the founder of Creation Point, a story consultation service that offers in-depth guidance for both the professional and aspiring writer.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor-in-chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

CHRISTOPHER PRIEST

Christopher Priest, working under his birth name of James Owsley, broke in at Marvel as an intern and then an editor in the early '80s, working on *Crazy Magazine* and the Conan titles. He scripted the 1983 *Falcon* miniseries, was the ongoing writer for *Power Man and Iron Fist* and would pick up the writing reins on *Conan the Barbarian* for a run that renewed the title and stretched through the end of the decade. Other writing credits of this era included *The Further Adventures of Indiana Jones*, *Daredevil*, *Moon Knight* and "Gang War" in *The Amazing Spider-Man*. In 1987, Priest collaborated with artist Paul Ryan on the Thor graphic novel *I, Whom the Gods Would Destroy*. During a period with DC, he wrote a Green Lantern serial in *Action Comics Weekly*, a twelve-issue run of *Unknown Soldier* and long runs of *Justice League Task Force* and *Steel*. In 1993, Priest helped found the influential Milestone Media imprint and later launched the ongoing series *The Ray*, while in 1997, he joined up with Valiant to co-create the cult hit *Quantum & Woody*. Priest returned to Marvel in 1998 with *Ka-Zar*, but it was his Marvel Knights series *Black Panther* that would earn the highest acclaim and introduce concepts and characters that have defined Wakanda ever since. Other highlights from his second tenure with Marvel included *Captain America & the Falcon* and *Deadpool*. In 2015, after a period away from comics during which he focused on his Baptist ministry, Priest returned to comics writing and shortly after began a fifty-issue run on DC's *Deathstroke*. More recently, he has steered the iconic horror franchise Vampirella at Dynamite.

MARK D. BRIGHT

Illustrator Mark D. Bright (1955-2024) was born in New Jersey and became an ardent fan of comic books after indulging in the stacks made available to idle children at his grandmother's hair salon. Bright graduated from Montclair High School in 1974;

afterward, he would attend the Pratt Institute and earn a BFA in 1978. During his schooling, he submitted relentlessly to DC Comics, eventually drawing a pair of stories in DC's horror anthologies in the late '70s. After graduating from art school, Bright stepped up his efforts and eventually landed with Marvel in 1981, penciling issues of *Dazzler*, *Thor*, *Avengers* and the 1983 *Falcon* miniseries, before settling into long runs on *Power Man and Iron Fist* and *Iron Man*. Bright also illustrated the fondly remembered *Spider-Man vs. Wolverine* one-shot in 1987, as well as the Hawkeye serial in the *Solo Avengers* anthology. In 1988, Bright started a long association with DC's Green Lantern, first drawing the character in several installments of *Action Comics Weekly*, then in *Green Lantern: Emerald Dawn* and its sequel miniseries. In a two-year run on the flagship *Green Lantern* title, Bright illustrated stories with both the John Stewart and Hal Jordan iterations of the character. Also with DC, Bright drew multiple issues of Batman and cocreated the series *A. Bizarro* with Steve Gerber. In 1993, Bright joined other African-American comic book creators at DC's Milestone imprint, launching the series *Icon* with writer Dwayne McDuffie and drawing the series for most of its four-year run. He reunited with *Falcon* writer Christopher Priest to create *Quantum and Woody* at Valiant. In the 2000s, Bright moved increasingly towards work in film and animation storyboards, but returned to comics here and there, drawing Bill Jemas' 2003 series *Marville* and a 2006 tale featuring D.P.7 in *Untold Tales of the New Universe*.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, Buscema has continued to lend his talents to projects from time to time, most notably the cult hit *Spider-Girl*.

PETER B. GILLIS

Peter B. Gillis' notched sustained runs on *Doctor Strange*, *Micronauts* and *The Defenders*, but it was the world of *Strikeforce: Morituri* that remains his most lasting contribution to comics. Starting in 1978, Gillis wrote fill-in issues of various Marvel titles, as well as periodic issues of *Captain America*, *Marvel Two-In-One* and *Super-Villain Team-Up*. He also contributed to several issues of *What If?*, with highlights including "What If Spider-Man Had Stopped the Burglar Who Killed His Uncle?" and "What If Hulk's Girlfriend Jarella Had Not Died?"

In 1983, Gillis began his association with independent comics publisher First Comics by adapting the Broadway sci-fi/comics fantasy play *Warp* with Frank Brunner. Next for First, Gillis wrote *Shatter*, the industry's first all-digitally produced comic done in collaboration with Mike Saenz. Meanwhile at Marvel, Gillis settled into a long run writing *The Defenders*, the 1984 relaunch of *Micronauts* and the first eight issues of an *Eternals* limited series. He began writing *Doctor Strange* in 1985, and hung with the series as it transferred to titles including *Strange Tales* and *Doctor Strange, Sorcerer Supreme*.

Gillis' most celebrated work, *Strikeforce: Morituri*, debuted in 1986. Drawn by Brent Anderson, it told the story of a cadre of soldiers granted super powers to fight off an alien invasion, though at the eventual cost of their own lives. Gillis wrapped up his comic-writing career in the late '80s and early '90s, writing *Tailgunner Jo* and *Gammarauders* for DC, and stories for Marvel anthologies *Marvel Comics Presents*, *Solo Avengers* and *What The?*

BRIAN POSTMAN

While growing up, New York City native Brian Postman was a fan of Universal horror movies and Aurora's monster model kits. He also had a love for comic books, which motivated him to start drawing at a young age. He studied at the School of Visual Arts under Will Eisner, Harvey Kurtzman and Art Spiegelman. Graduating with his BFA in 1980, he started a brief career drawing at Marvel, penciling the last four issues of *Spider-Woman*, an issue of *Marvel Team-Up*, a *Captain America Annual* and a Doctor Strange story that would appear in a 1992 issue of *Marvel Super-Heroes*. Postman moved on from comics to begin a career as an illustrator and storyboard artist for animated shows. He recently returned to comics with work published in independent horror anthologies, which merged his childhood passions.

PAUL SMITH

Artist Paul Smith's friendly, nuanced illustration on *Uncanny X-Men* offered a memorable contrast between extended runs by Dave Cockrum and John Romita Jr. A product of Ralph Bakshi's animation studio, Smith took his talents to comics in the early '80s. His first work at Marvel included pin-up, fill-in and backup story art, but within a year of his arrival at the House of Ideas he had lined up an impressive gig following up Cockrum's second stint on the title. He stayed on *Uncanny* for a year, eventually passing the baton to John Romita Jr., but his run on the era's most popular title made a lasting impression on X-Men fans. He quickly followed with an equally stunning run on Roger Stern's *Doctor Strange*, where his art showcased his fondness for Steve Ditko's unearthly take on the Sorcerer Supreme. In 1985, Smith returned to the X-Men with the *X-Men/Alpha Flight* miniseries and a short run on *X-Factor*. Though known primarily for his work at Marvel, Smith's credits also include *Nexus*, *American Flagg!*, and two collaborations with writer James Robinson on DC's *The Golden Age* and Image's Eisner-nominated *Leave It To Chance*. His recent credits include issues of *She-Hulk*, *X-Men: First Class* and DC's *Spirit* revival.

Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-26
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-25
THE AVENGERS WEST COAST VOL. 1
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-17
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-19
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-9
DOCTOR STRANGE VOLS. 1-11
THE FANTASTIC FOUR VOLS. 1-27
GHOST RIDER VOLS. 1-6
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-19
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-18
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-4
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
THE MAN-THING VOL. 1
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-8
MARVEL TWO-IN-ONE VOLS. 1-7
THE MIGHTY THOR VOLS. 1-23
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
OMEGA THE UNKNOWN VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-8
SPIDER-WOMAN VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-4
THE VISION AND THE SCARLET WITCH VOL. 1
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOLS. 1-3
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-16

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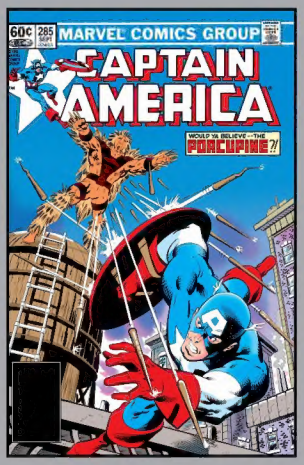
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HOLY COW! MARVEL HAS TAKEN CAPTAIN AMERICA... HOSTAGE!!
AS THE CREATIVE TEAM ON THIS BOOK, I'VE GOT TO DO SOMETHING!
WE'LL DO SOMETHING, ALL RIGHT--WE'LL SEND OUR JOBS!
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